

Complaint

IN THE MATTER OF

**DAN L. DUNCAN, EPCO, INC., TEXAS EASTERN
PRODUCTS PIPELINE COMPANY, LLC, AND
TEPPCO PARTNERS, L.P.**

CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATIONS
OF SEC. 7 OF THE CLAYTON ACT AND SEC. 5 OF THE FEDERAL
TRADE COMMISSION ACT

Docket C-4173, File No. 051 0108

Complaint, October 31, 2006 – Decision, October 31, 2006

This consent order addresses the acquisition by Dan L. Duncan and EPCO, Inc., of TEPPCO's general partner, Texas Eastern Products Pipeline Company, LLC, and 2.5 million limited partnership units of TEPPCO Partners, L.P. Both EPCO and TEPPCO are leading providers of salt dome storage for natural gas liquids in Mont Belvieu, Texas. The order directs the respondents to sell TEPPCO's interests in Mont Belvieu Storage Partners and related pipeline, land, and other assets to a Commission-approved buyer, to remedy the lessening of competition resulting from the acquisition. If the respondents are unable to divest these assets to a Commission-approved buyer within the given time frame, the Commission may appoint a trustee to divest the assets. The order also requires the respondents to provide prior notice to the Commission of planned acquisitions, operatorships, or management of any natural gas liquid storage facility in Mont Belvieu, Texas, for a period of 10 years and to send copies of all new natural gas liquid storage leases with third-party storage facilities in Mont Belvieu within a specific time frame to ensure that subsequent acquisitions or leases do not adversely impact competition in the market and undermine the remedial goals of the order. Other provisions ensure that the acquirer receives all resources necessary to operate the divested assets. To maintain the competitive viability of the divested assets, the order contains several provisions relating to the operation of TEPPCO's TE Products Pipeline, an important outlet for natural gas liquids stored at the Mont Belvieu Storage Partners facility. The purpose of these provisions is to maintain the competitive viability of the Mont Belvieu Storage Partners facility by ensuring that the respondents cannot disadvantage shippers who originate product movements from that facility in favor of shippers who use respondents' own storage facility.

Complaint

Participants

For the *Commission*: *Eric D. Rohlck, Nancy E. Turnblacer, and Amanda L. Wait.*

For the *Respondent*: *Dan Wellington, Fulbright & Jaworski, and Neil Imus and Dionne Lomax, Vinson & Elkins.*

COMPLAINT

The Federal Trade Commission (“FTC” or “Commission”), having reason to believe that Dan L. Duncan, through EPCO, Inc. and Enterprise Products Partners L.P., acquired a controlling interest in Texas Eastern Products Pipeline Company, LLC and limited partnership interests in TEPPCO Partners, L.P. in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45, and that a proceeding in respect thereof would be in the public interest, hereby issues its complaint, stating its charges as follows:

I. THE PARTIES***A. Respondents Dan L. Duncan and EPCO, Inc.***

1. Dan L. Duncan is a natural person whose office and principal place of business is located at 1100 Louisiana Street, Suite 1800, Houston, Texas 77002.

2. EPCO, Inc. (“EPCO”) is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Texas, with its office and principal place of business at 1100 Louisiana Street, Suite 1800, Houston, Texas 77002.

3. Dan L. Duncan is the ultimate parent entity of EPCO. Dan L. Duncan controls EPCO.

Complaint

4. Dan L. Duncan and EPCO control, and at all times relevant herein have controlled, the general partner of Enterprise Products Partners, L.P. (“Enterprise”).

5. Enterprise is, and at all times relevant herein has been, engaged in the midstream energy business, including the transportation, fractionation, and storage of natural gas liquids.

6. As part of its midstream operations Enterprise owns and operates salt dome storage for natural gas liquids in Mont Belvieu, Texas.

7. Dan L. Duncan and EPCO are, and at all times relevant herein have been, engaged in or affecting commerce as “commerce” is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. § 12, and in Section 4 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 44.

B. Respondents Texas Eastern Products Pipeline Company, LLC and TEPPCO Partners, L.P.

8. Texas Eastern Products Pipeline Company, LLC (“Texas Eastern”) is a limited liability company organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 1100 Louisiana Street, Suite 1300, Houston, Texas 77002.

9. TEPPCO Partners, L.P. (“TEPPCO”) is a limited partnership organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 1100 Louisiana Street, Suite 1300, Houston, Texas 77002.

10. Texas Eastern is, and at all times relevant herein has been, the general partner of TEPPCO.

Complaint

11. TEPPCO is, and at all times relevant herein has been, engaged in the midstream energy business, including the transportation, fractionation, and storage of natural gas liquids.

12. As part of its midstream operations, TEPPCO, through its wholly-owned subsidiary TE Products Pipeline Company, Limited Partnership, holds a 50% interest in a joint venture called Mont Belvieu Storage Partners which owns salt dome storage for natural gas liquids in Mont Belvieu, Texas.

13. TEPPCO, through its wholly-owned subsidiary TE Products Pipeline Company, Limited Partnership, carries out the day-to-day operations of the Mont Belvieu Storage Partners storage facility.

14. TEPPCO and Texas Eastern are, and at all times relevant herein have been, engaged in or affecting commerce as “commerce” is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. § 12, and in Section 4 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 44.

II. THE ACQUISITION

15. On February 24, 2005, Dan L. Duncan and EPCO, Inc., through DFI GP Holdings L.P., acquired from Duke Energy Field Services, LLC: (1) TEPPCO Partners, L.P.’s general partner, Texas Eastern Products Pipeline Company, LLC, and (2) 2.5 million limited partnership units of TEPPCO Partners, L.P. (collectively “the Acquisition”).

III. TRADE AND COMMERCE

A. Relevant Product Market

16. A relevant product market in which to evaluate the effects of the Acquisition is salt dome storage for natural gas liquids.

Complaint

17. Enterprise There is no economic alternative to salt dome storage for storing natural gas liquids.

B. Relevant Geographic Market

18. A relevant geographic market in which to evaluate the effects of the Acquisition is Mont Belvieu, Texas.

19. Customers of Mont Belvieu salt dome storage for natural gas liquids have no economic alternative to storing in Mont Belvieu.

C. Market Structure

20. The market for salt dome storage for natural gas liquids in Mont Belvieu was highly concentrated prior to the Acquisition and is significantly more concentrated as a result of the Acquisition.

21. Enterprise and TEPPCO compete in the market for salt dome storage for natural gas liquids in Mont Belvieu.

22. The Acquisition combined two of four providers of commercial salt dome storage for natural gas liquids in Mont Belvieu.

23. The pre-Acquisition Herfindahl-Hirschman Index was more than 3,400, and increased post-Acquisition by more than 3,000 points to a level exceeding 6,400.

D. Entry Conditions

24. Entry into the market for salt dome storage for natural gas liquids in Mont Belvieu would not be timely, likely, or sufficient to prevent the anticompetitive effects that are likely to result from the Acquisition.

Complaint

25. Construction of a salt dome storage facility and its necessary infrastructure, including pipelines and brine storage and handling facilities, is subject to significant regulatory and other legal constraints, and requires significant sunk costs and substantial time to accomplish.

IV. ANTICOMPETITIVE EFFECTS

26. The Acquisition may substantially lessen competition in the following ways, among others:

- a. by eliminating competition between Enterprise and TEPPCO;
- b. by enhancing Enterprise's ability unilaterally to exercise market power; and
- c. by increasing the likelihood of, or facilitating, collusion or coordinated interaction between or among the remaining firms; each of which increases the likelihood that customers would be forced to pay higher prices for or would experience degradations in service for salt dome storage for natural gas liquids in Mont Belvieu.

V. VIOLATIONS CHARGED

27. The effect of the Acquisition may be substantially to lessen competition or tend to create a monopoly in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45.

WHEREFORE, THE PREMISES CONSIDERED, the Federal Trade Commission on this thirty-first day of October, 2006, issues its complaint against Respondents.

By the Commission, Commissioner Rosch recused.

Decision and Order

DECISION AND ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of the acquisition of Respondent Texas Eastern Products Pipeline Company, LLC, the general partner of Respondent TEPPCO Partners, L.P., and limited partnership interests in Respondent TEPPCO Partners, L.P., from Duke Energy Field Services, LLC, by entities indirectly controlled by Respondent EPCO, Inc. and Respondent Dan L. Duncan, hereinafter collectively referred to as “Respondents,” and Respondents having been furnished thereafter with a draft of Complaint that the Bureau of Competition proposed to present to the Commission for its consideration and, that, if issued by the Commission, would charge Respondents with violations of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45; and

Respondents, their attorneys, and counsel for the Commission having thereafter executed an Agreement Containing Consent Order (“Consent Agreement”), containing an admission by Respondents of all the jurisdictional facts set forth in the aforesaid draft of Complaint, a statement that the signing of said Consent Agreement is for settlement purposes only and does not constitute an admission by Respondents that the law has been violated as alleged in such Complaint, or that the facts as alleged in such Complaint, other than jurisdictional facts, are true, and waivers and other provisions as required by the Commission’s Rules; and

The Commission having thereafter considered the matter and having determined that it had reason to believe that Respondents have violated the said Acts, and that a Complaint should issue stating its charges in that respect, and having thereupon issued its Complaint, and having accepted the executed Consent Agreement and placed such Consent Agreement on the public record for a period of thirty (30) days for the receipt and consideration of public comments, now in further conformity with the procedure

Decision and Order

described in Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission hereby makes the following jurisdictional findings and issues the following Decision and Order (“Order”):

1. Respondent Dan L. Duncan is a natural person with his office and principal place of business located at 1100 Louisiana Street, Suite 1800, Houston, Texas 77002.

2. Respondent EPCO, Inc. is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Texas, with its office and principal place of business at 1100 Louisiana Street, Suite 1800, Houston, Texas 77002.

3. Respondent Texas Eastern Products Pipeline Company, LLC is a limited liability company organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business at 1100 Louisiana Street, Suite 1300, Houston, Texas 77002.

4. Respondent TEPPCO Partners, L.P. is a publicly traded limited partnership organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 1100 Louisiana Street, Suite 1300, Houston, Texas 77002.

5. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of Respondents, and the proceeding is in the public interest.

ORDER**I.**

IT IS ORDERED that, as used in this Order, the following definitions shall apply:

Decision and Order

- A. “Duncan” means Dan L. Duncan, a natural person, all partnerships, joint ventures, subsidiaries, divisions, groups, and affiliates controlled by Dan L. Duncan (including, but not limited to, EPCO, Texas Eastern, and TEPPCO), and the respective partners, directors, officers, employees, agents, attorneys, representatives, predecessors, successors, and assigns of each.
- B. “EPCO” means EPCO, Inc., a corporation, its directors, officers, employees, agents, attorneys, representatives, predecessors, successors, and assigns; its joint ventures, subsidiaries, divisions, groups, and affiliates controlled by EPCO, Inc., and the respective partners, directors, officers, employees, agents, attorneys, representatives, predecessors, successors, and assigns of each.
- C. “TEPPCO” means TEPPCO Partners, L.P., a publicly traded limited partnership, its partners (including, but not limited to, Texas Eastern), directors, officers, employees, agents, attorneys, representatives, predecessors, successors, and assigns; its joint ventures, subsidiaries, divisions, groups, and affiliates controlled by TEPPCO Partners L.P. (including, but not limited to, TE Products Pipeline Company), and the respective partners, directors, officers, employees, agents, attorneys, representatives, predecessors, successors, and assigns of each. *Provided, however*, TEPPCO does not include Mont Belvieu Storage Partners or Louis Dreyfus.
- D. “Texas Eastern” means Texas Eastern Products Pipeline Company, LLC, a limited liability company, its directors, officers, employees, agents, attorneys, representatives, predecessors, successors, and assigns; its joint ventures, subsidiaries, divisions, groups, and affiliates controlled by Texas Eastern Products Pipeline Company, LLC, and the respective partners, directors, officers, employees, agents, attorneys, representatives, predecessors, successors, and

Decision and Order

assigns of each. *Provided, however*, Texas Eastern does not include Mont Belvieu Storage Partners.

- E. “Respondents” means Duncan, EPCO, Texas Eastern, and TEPPCO.
- F. “Commission” means the Federal Trade Commission.
- G. “Acquirer” means any entity that receives the prior approval of the Commission to acquire the TEPPCO NGL Storage Assets pursuant to Paragraphs II or III of this Order.
- H. “Acquisition” means the February 24, 2005, acquisition by entities controlled by Respondent Dan L. Duncan from Duke Energy of (1) Texas Eastern, the general partner of TEPPCO, and (2) 2.5 million limited partnership units of TEPPCO.
- I. “Baytown Terminal” means the NGL and refined products terminal facility and all related assets owned by TEPPCO in Baytown, Texas.
- J. “Divestiture Agreement” means any agreement or agreements pursuant to which Respondents or a Divestiture Trustee divests to an Acquirer pursuant to Paragraphs II or III of this Order and with the prior approval of the Commission.
- K. “Divestiture Trustee” means any trustee appointed by the Commission pursuant to Paragraph III of this Order.
- L. “Duke Energy” means Duke Energy Field Services, LLC, a limited liability company organized, existing, and doing business under and by the virtue of the laws of the State of Delaware, with its executive offices at 370 17th Street, Suite 2500, Denver, Colorado 80202.

Decision and Order

- M. “Effective Date of Divestiture” means the date on which Respondents (or a Divestiture Trustee) divest to an Acquirer the TEPPCO NGL Storage Assets as required by Paragraphs II or III of this Order.
- N. “Governmental Entity” means any federal, state, local, or non-U.S. government, or any court, legislature, governmental agency, or governmental commission, or any judicial or regulatory authority of any government.
- O. “Intangible Property” means intangible property relating to the assets associated with Mont Belvieu Storage Partners and the TEPPCO NGL Partnership Agreements including, but not limited to, intellectual property, software, computer programs, patents, know-how, goodwill, technology, trade secrets, technical information, marketing information, protocols, quality control information, trademarks, trade names, service marks, logos, and any modifications or improvements to such intangible property. *Provided, however,* Intangible Property does not include Licensed Intangible Property or TEPPCO trademarks, trade names, service marks, or logos.
- P. “Licensed Intangible Property” means Intangible Property licensed to Respondents from a third party. *Provided, however,* Licensed Intangible Property does not include any modifications and improvements to Intangible Property that are not themselves licensed to Respondents.
- Q. “Louis Dreyfus” means Louis Dreyfus Energy Services L.P., a publicly traded limited partnership, organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its principal place of business located at 20 Westport Road, Wilton, Connecticut 06897.

Decision and Order

- R. “LPGs” means normal butane, isobutane, mixed butanes, and propane.
- S. “Material Confidential Information” means competitively sensitive or proprietary information not independently known to a Person from sources other than the Person to which the information pertains, and includes, but is not limited to, all customer lists, price lists, cost information, marketing methods, patents, technologies, processes, or other trade secrets.
- T. “Mont Belvieu Storage Partners” means the partnership by and between TE Products Pipeline Company and Louis Dreyfus pursuant to the Agreement of Limited Partnership of Mont Belvieu Storage Partners, L.P., dated January 21, 2003, as amended or clarified by that certain Letter of Agreement Clarifying Rights and Obligations of the Parties Under the Mont Belvieu Storage Partners, L.P., Partnership Agreement and the Mont Belvieu Venture, LLC, LLC Agreement, dated October 25, 2003, and amendments, schedules, and attachments thereto. Mont Belvieu Storage Partners also means the partnership existing after the divestiture required by this Order and any successors or assigns to that entity.
- U. “Mont Belvieu Storage Partners Terminals” means the NGL salt dome storage facility owned by Mont Belvieu Storage Partners in Mont Belvieu, Texas, and described in the TEPPCO NGL Partnership Agreements.
- V. “NGL” means natural gas liquids either as a mixed stream, known as “y-grade” or “raw mix,” or separately as ethane, propane, butane, isobutane, natural gasoline, and ethane-propane mixture. NGLs include LPGs.

Decision and Order

- W. “Open Stock Service” means Respondent TEPPCO’s practice, through TE Products Pipeline Company, of allowing shippers, who have adequate inventory in storage under the custody and control of TE Products Pipeline Company on, or in storage facilities connected to, the TEPPCO Mainline Delivery System including, but not limited to, the Mont Belvieu Storage Partners Terminals, to take delivery of propane at TEPPCO’s terminals along the TEPPCO Mainline Delivery System, when propane is available at the terminal, without making the shipper wait for the pipeline transit time it would take to move the propane from origin to destination. Such Open Stock Service practice is subject to, and historically has been subject to, availability of inventory and operational constraints including, but not limited to, pipeline prorationing, transit time requirements, scheduling requirements, regulatory constraints, emergency conditions, and force majeure events. *Provided, however*, Open Stock Service does not require, and nothing in this Order shall be construed as requiring, Respondent TEPPCO to lease space in its name at any NGL storage facility or continue its earned storage program at any NGL storage facility.
- X. “Person” means any individual, partnership, association, company, or corporation.
- Y. “Reasonable Construction Costs” means all direct costs and expenses necessary for safe and environmentally sound design, engineering, and construction.
- Z. “South Mont Belvieu” means the NGL salt dome storage facility owned by Mont Belvieu Storage Partners in Mont Belvieu, Texas known as the South Terminal, and described in the TEPPCO NGL Partnership Agreements.

Decision and Order

- AA. “TE Products Pipeline Company” means TE Products Pipeline Company, Limited Partnership, a limited partnership, its partners (including, but not limited to, TEPPCO), directors, officers, employees, agents, attorneys, representatives, predecessors, and assigns; its joint ventures, subsidiaries, divisions, groups, and affiliates controlled by TE Products Pipeline Company, Limited Partnership, and the respective partners, directors, officers, employees, agents, attorneys, representatives, predecessors, successors, and assigns of each. *Provided, however,* TE Products Pipeline Company does not include Mont Belvieu Storage Partners.
- BB. “TEPPCO Intangible Property” means Intangible Property solely relating to the TEPPCO NGL Pipelines and the TEPPCO Land including, but not limited to, intellectual property, software, computer programs, patents, know-how, goodwill, technology, trade secrets, technical information, marketing information, protocols, quality control information, and any modifications or improvements to such intangible property. *Provided, however,* TEPPCO Intangible Property does not include TEPPCO trademarks, trade names, service marks, and logos, or Licensed Intangible Property.
- CC. “TEPPCO Land” means certain parcels of real property, or portions thereof, located in Chambers County, Texas, owned by TEPPCO, situated south of road FM-1942 and west of Highway TX-146, including, but not limited to, those parcels described in Appendix B, and TEPPCO Intangible Property to the extent it relates to such parcels of land. *Provided, however,* TEPPCO may retain easements and rights of way in Parcels 11 and 21 for the P-78 pipeline, and TEPPCO may retain easements and rights of way in Parcels 24, 41, and 46 for the P-61 pipeline.

Decision and Order

DD. “TEPPCO Mainline Delivery System” means TE Products Pipeline Company’s 18-inch/20-inch diameter pipelines running from Mont Belvieu, Texas, to Middletown, Ohio (TE Products Pipeline Company’s Todhunter Terminal); 8-inch diameter pipeline running from Middletown, Ohio, to Greensburg, Pennsylvania; 6-inch/8-inch diameter pipelines running from Greensburg, Pennsylvania, to Eagle, Pennsylvania; and 8-inch diameter pipeline running from Greensburg, Pennsylvania, to Selkirk, New York, and all associated assets, including all NGL terminals owned by TEPPCO or in which TEPPCO leases storage.

EE. “TEPPCO MBSP Employee” means any individual who is employed by Respondent EPCO and who has worked more than ten (10) percent of his or her time in support of the TEPPCO NGL Storage Assets or the TEPPCO NGL Pipelines at any time since October 1, 2005, regardless of whether the individual has also worked on or in support of other operations owned by Respondents, including, but not limited to, the area manager, operations coordinators, maintenance supervisor, measurement specialist, integrity specialist, technicians, control point operators, operators, and the individuals listed in Appendix C.

FF. “TEPPCO NGL Partnership Agreements” means the “Limited Liability Company Agreement of Mont Belvieu Venture, LLC, Between TE Products Pipeline Company, Limited Partnership, and Louis Dreyfus Energy Services L.P.,” dated January 21, 2003, and the “Agreement of Limited Partnership of Mont Belvieu Storage Partners, L.P.,” dated January 21, 2003, and any other documents, appendices, or schedules related to those agreements.

GG. “TEPPCO NGL Pipelines” means the NGL pipelines owned by TEPPCO, described in Appendix A, with the

Decision and Order

continued use of all current easements and rights of way and any lease agreements or access easements at the Baytown Terminal, and TEPPCO Intangible Property to the extent it relates to such pipelines.

HH. “TEPPCO NGL Storage Assets” means:

1. all of Respondents’ interests in Mont Belvieu Storage Partners and the TEPPCO NGL Partnership Agreements. The assets of Mont Belvieu Storage Partners include, but are not limited to:
 - a. Mont Belvieu Storage Partners Terminals;
 - b. brine handling and storage facilities;
 - c. pipelines to and from the Mont Belvieu Storage Partners Terminals, including, but not limited to, pipelines designated as P-11, P-12, P-13, P-14, P-15, P-49, P-53, P-54, P-55, P-67, P-68, P-86, P-96, P-96A, P-97, P-97A, P-97B, P-97C, P-97D, P-105, and P-106 in Appendix E , with all associated pipeline pumps, pipeline injection facilities and related equipment, buildings, equipment, machinery, fixtures, and other appurtenances, and with the continued use of all current easements and rights of way;
 - d. truck and rail facilities, including truck and rail racks, for the receipt and delivery of NGLs stored in the Mont Belvieu Storage Partners Terminals, and related software;
 - e. land owned or leased by Mont Belvieu Storage Partners;

Decision and Order

- f. current contracts, *provided, however*, TEPPCO's rights and obligations as an independent entity in the Storage and Service Agreement Between Mont Belvieu Storage Partners, L.P. and TE Products Pipeline Company, Limited Partnership, dated August 13, 2003 (effective retroactively as of January 21, 2003) are not considered part of Mont Belvieu Storage Partners' assets;
- g. the continued use of all current easements and rights of way;
- h. the Dixie dehydrator;
- i. the scraper trap site, header site, and LPG manifold, located at the Baytown Terminal;
- j. pipelines to and from the Baytown Terminal including, but not limited to, pipelines designated as P-3, P-5, P-6 (from the interconnection with the P-59 pipeline at the Deepwater Cogen plant westward to the termination of the P-6 pipeline within the Lyondell refinery), P-7, P-50, P-59, P-60, and P-94 in Appendix E, with the continued use of all current easements and rights of way;
- k. documents, plans, strategies, financials, and other documents relating to Mont Belvieu Storage Partners, the assets included in Mont Belvieu Storage Partners, the TEPPCO NGL Partnership Agreements, and Respondents' interests in Mont Belvieu Storage Partners;
- l. Intangible Property; and

Decision and Order

- m. all licenses, permits, contracts, agreements, and understandings relating to the ownership and operation of Mont Belvieu Storage Partners Terminals.
- 2. TEPPCO NGL Pipelines;
- 3. TEPPCO Land;
- 4. all documents relating to the assets described in subparagraphs 1, 2, and 3, of this Paragraph, above, including, but not limited to, copies of plans, tariffs, customer lists, strategic planning documents that have been submitted to the managing board, and annual and quarterly financial statements;
- 5. a royalty-free perpetual worldwide license for the use, without any limitation, of all TEPPCO Intangible Property including the right to transfer or sublicense such TEPPCO Intangible Property, exclusively or nonexclusively, to others by any means;
- 6. lease agreements or access easements for the TEPPCO NGL Pipelines at the Baytown Terminal, including, but not limited to, those listed in Appendix D.

II.**IT IS FURTHER ORDERED** that:

- A. No later than December 31, 2006, Respondents shall divest the TEPPCO NGL Storage Assets absolutely and in good faith, at no minimum price.
- B. Respondents shall divest the TEPPCO NGL Storage Assets to an acquirer that receives the prior approval of the

Decision and Order

Commission and only in a manner that receives the prior approval of the Commission.

- C. Until the Effective Date of Divestiture, Respondents shall take such actions as are necessary to maintain the viability and marketability of the TEPPCO NGL Storage Assets and to prevent the destruction, removal, wasting, deterioration, or impairment of the TEPPCO NGL Storage Assets, except for ordinary wear and tear.
- D. Prior to the Effective Date of Divestiture, Respondents shall secure all consents and waivers, including rights of approval and rights of first refusal, from all Persons and Governmental Entities that are necessary for the divestiture of the TEPPCO NGL Storage Assets to the Acquirer, including, but not limited to, any consents or waivers required from Louis Dreyfus or its successor with respect to the TEPPCO NGL Storage Assets.
- E. Beginning from the date the Respondents sign the Consent Agreement until sixty (60) days after the Effective Date of Divestiture of the TEPPCO NGL Storage Assets, Respondents shall:
 - 1. facilitate employment interviews between each TEPPCO MBSP Employee and the Acquirer, including providing the names and contact information for such employees and allowing such employees reasonable opportunity to interview with the Acquirer, and shall not discourage such employee from participating in such interviews;
 - 2. not interfere in employment negotiations between each TEPPCO MBSP Employee and the Acquirer;

Decision and Order

3. with respect to each TEPPCO MBSP Employee who receives an offer of employment from the Acquirer:
 - a. not prevent, prohibit, or restrict, or threaten to prevent, prohibit, or restrict the TEPPCO MBSP Employee from being employed by the Acquirer, and shall not offer any incentive to the TEPPCO MBSP Employee to decline employment with the Acquirer;
 - b. cooperate with the Acquirer in effecting transfer of the TEPPCO MBSP Employee to the employ of the Acquirer, if the TEPPCO MBSP Employee accepts an offer of employment from the Acquirer;
 - c. eliminate any contractual provisions or other restrictions entered into or imposed by Respondents that would otherwise prevent the TEPPCO MBSP Employee from being employed by the Acquirer;
 - d. eliminate any confidentiality restrictions that would prevent the TEPPCO MBSP Employee who accepts employment with the Acquirer from using or transferring to the Acquirer any information relating to the operation of the TEPPCO NGL Storage Assets;
 - e. pay, for the benefit of any TEPPCO MBSP Employee who accepts employment with the Acquirer, all accrued bonuses, vested pensions, and other accrued benefits.
- F. Respondents shall, for a period of two (2) years following the Effective Date of Divestiture, not, directly or indirectly, solicit, induce, or attempt to solicit or induce any TEPPCO MBSP Employee who is employed by the

Decision and Order

Acquirer to terminate his or her employment relationship with the Acquirer, unless that employment relationship has already been terminated by the Acquirer; *provided, however*, Respondents may make general advertisements for employees including, but not limited to, in newspapers, trade publications, websites, or other media not targeted specifically at the Acquirer's employees; *provided, further, however*, Respondents may hire TEPPCO MBSP Employees who apply for employment with Respondents as long as such employees were not solicited by Respondents in violation of this Paragraph.

- G. Respondents shall convey to the Acquirer the right to use any Licensed Intangible Property (to the extent permitted by the third-party licensor), if such right is needed for the operation of the TEPPCO NGL Storage Assets by the Acquirer and if the Acquirer is unable, using commercially reasonable efforts, to obtain equivalent rights from other third parties on commercially reasonable terms and conditions.
- H. The purposes of this Order with respect to the divestiture of the TEPPCO NGL Storage Assets are: (1) to ensure the continuation of the TEPPCO NGL Storage Assets as a going concern in the same manner as of the date the Consent Agreement is signed, and (2) to remedy the lessening of competition resulting from the Acquisition as alleged in the Commission's Complaint.

Decision and Order

III.**IT IS FURTHER ORDERED** that:

- A. If Respondents have not fully complied with the obligation to divest the TEPPCO NGL Storage Assets as required by, and within the time required by, Paragraph II of this Order, the Commission may appoint a Divestiture Trustee to divest the TEPPCO NGL Storage Assets in a manner that satisfies the requirements of Paragraph II.

In the event that the Commission or the Attorney General brings an action pursuant to § 5(l) of the Federal Trade Commission Act, 15 U.S.C. § 45(l), or any other statute enforced by the Commission, Respondents shall consent to the appointment of a Divestiture Trustee in such action to divest the TEPPCO NGL Storage Assets. Neither the appointment of a Divestiture Trustee nor a decision not to appoint a Divestiture Trustee under this Paragraph III shall preclude the Commission or the Attorney General from seeking civil penalties or any other relief available to it, including a court-appointed trustee, pursuant to § 5(l) of the Federal Trade Commission Act, or any other statute enforced by the Commission, for any failure by Respondents to comply with this Order.

- B. The Commission shall select the Divestiture Trustee, subject to the consent of Respondents, which consent shall not be unreasonably withheld. The Divestiture Trustee shall be a person with experience and expertise in acquisitions and divestitures. If Respondents have not opposed, in writing, including the reasons for opposing, the selection of any proposed Divestiture Trustee within ten (10) days after notice by the staff of the Commission to Respondents of the identity of any proposed Divestiture

Decision and Order

Trustee, Respondents shall be deemed to have consented to the selection of the proposed Divestiture Trustee.

- C. Not later than ten (10) days after the appointment of a Divestiture Trustee, Respondents shall execute a trust agreement that, subject to the prior approval of the Commission, transfers to the Divestiture Trustee all rights and powers necessary to permit the Divestiture Trustee to effect the divestitures required by this Order.
- D. If a Divestiture Trustee is appointed by the Commission or a court pursuant to this Paragraph III, Respondents shall consent to the following terms and conditions regarding the Divestiture Trustee's powers, duties, authority, and responsibilities:
 - 1. Subject to the prior approval of the Commission, the Divestiture Trustee shall have the exclusive power and authority to divest the TEPPCO NGL Storage Assets.
 - 2. The Divestiture Trustee shall have one (1) year after the date the Commission approves the trust agreement described herein to accomplish the divestiture, which shall be subject to the prior approval of the Commission. If, however, at the end of the one (1) year period, the Divestiture Trustee has submitted a plan of divestiture or believes that the divestiture can be achieved within a reasonable time, the divestiture period may be extended by the Commission; *provided, however*, the Commission may extend the divestiture period only two (2) times.
 - 3. Subject to any demonstrated legally recognized privilege, the Divestiture Trustee shall have full and complete access to the personnel, books, records, and facilities related to the relevant assets that are required

Decision and Order

to be divested by this Order and to any other relevant information, as the Divestiture Trustee may request. Respondents shall develop such financial or other information as the Divestiture Trustee may request and shall cooperate with the Divestiture Trustee. Respondents shall take no action to interfere with or impede the Divestiture Trustee's accomplishment of the divestiture. Any delays in divestiture caused by Respondents shall extend the time for divestiture under this Paragraph III in an amount equal to the delay, as determined by the Commission.

4. The Divestiture Trustee shall use commercially reasonable best efforts to negotiate the most favorable price and terms available in each contract that is submitted to the Commission, subject to Respondents' absolute and unconditional obligation to divest expeditiously and at no minimum price. The divestiture or divestitures shall be made in the manner and to an acquirer as required by this Order; *provided, however*, if the Divestiture Trustee receives bona fide offers from more than one acquiring entity, and if the Commission determines to approve more than one such acquiring entity, the Divestiture Trustee shall divest to the acquiring entity selected by Respondents from among those approved by the Commission; *provided, further, however*, that Respondents shall select such entity within five (5) days after receiving notification of the Commission's approval.
5. The Divestiture Trustee shall serve, without bond or other security, at the cost and expense of Respondents, on such reasonable and customary terms and conditions as the Commission or a court may set. The Divestiture Trustee shall have the authority to employ, at the cost and expense of Respondents, such consultants, accountants, attorneys, investment

Decision and Order

bankers, business brokers, appraisers, and other representatives and assistants as are necessary to carry out the Divestiture Trustee's duties and responsibilities. The Divestiture Trustee shall account for all monies derived from the divestiture and all expenses incurred. After approval by the Commission of the account of the Divestiture Trustee, including fees for the Divestiture Trustee's services, all remaining monies shall be paid at the direction of Respondents, and the Divestiture Trustee's power shall be terminated. The compensation of the Divestiture Trustee shall be based at least in significant part on a commission arrangement contingent on the divestiture of all of the relevant assets that are required to be divested by this Order.

6. Respondents shall indemnify the Divestiture Trustee and hold the Divestiture Trustee harmless against any losses, claims, damages, liabilities, or expenses arising out of, or in connection with, the performance of the Divestiture Trustee's duties, including all reasonable fees of counsel and other expenses incurred in connection with the preparation for, or defense of, any claim, whether or not resulting in any liability, except to the extent that such losses, claims, damages, liabilities, or expenses result from misfeasance, gross negligence, willful or wanton acts, or bad faith by the Divestiture Trustee.
7. The Divestiture Trustee shall have no obligation or authority to operate or maintain the relevant assets required to be divested by this Order.
8. The Divestiture Trustee shall act in a fiduciary capacity for the benefit of the Commission.

Decision and Order

9. The Divestiture Trustee shall report in writing to Respondents and to the Commission every sixty (60) days concerning the Divestiture Trustee's efforts to accomplish the divestiture.
 10. Respondents may require the Divestiture Trustee and each of the Divestiture Trustee's consultants, accountants, attorneys, and other representatives and assistants to sign a customary confidentiality agreement; *provided, however*, such agreement shall not restrict the Divestiture Trustee from providing any information to the Commission.
- E. If the Commission determines that a Divestiture Trustee has ceased to act or failed to act diligently, the Commission may appoint a substitute Divestiture Trustee in the same manner as provided in this Paragraph III.
- F. The Commission or, in the case of a court-appointed Divestiture Trustee, the court, may on its own initiative or at the request of the Divestiture Trustee issue such additional orders or directions as may be necessary or appropriate to accomplish the divestiture required by this Order.

IV.

IT IS FURTHER ORDERED that for a period of ten (10) years from the date this Order becomes final:

- A. Respondents shall not, without providing advance written notification to the Commission in the manner described in this Paragraph IV.A, directly or indirectly:
1. Acquire any stock, share capital, equity, or other interest in any concern, corporate or non-corporate,

Decision and Order

other than acquisitions in Respondents, that owns a salt dome storage facility within Chambers County, Texas permitted or used, either at the time of such acquisition or within the two (2) years preceding such acquisition, to store NGLs;

2. Acquire any salt dome storage facility within Chambers County, Texas permitted or used, either at the time of such acquisition or within the two (2) years preceding such acquisition, to store NGLs;
3. Manage or operate any salt dome storage facility within Chambers County, Texas permitted or used, either at the time of such management or operation or within the two (2) years preceding such management or operation, to store NGLs, unless such storage facility is owned by Respondents.

Said notification shall be given on the Notification and Report Form set forth in the Appendix to Part 803 of Title 16 of the Code of Federal Regulations as amended (herein referred to as “the Notification”), 16 C.F.R. § 803 App., and shall be prepared and transmitted in accordance with the requirements of that Part, except that no filing fee will be required for any such notification, notification shall be filed with the Secretary of the Commission, notification need not be made to the United States Department of Justice, and notification is required only of Respondents and not of any other party to the transaction. Respondents shall provide the Notification to the Commission at least thirty (30) days prior to consummating the transaction (hereinafter referred to as the “first waiting period”). If, within the first waiting period, representatives of the Commission make a written request for additional information or documentary material (within the meaning of 16 C.F.R. § 803.20), Respondents shall not consummate

Decision and Order

the transaction until thirty (30) days after submitting such additional information or documentary material. Early termination of the waiting periods in this Paragraph may be requested and, where appropriate, granted by letter from the Bureau of Competition. *Provided, however*, that prior notification shall not be required by this Paragraph for an acquisition, if the Respondents acquire no more than one (1) percent of the outstanding securities or other equity interest in an entity described in subparagraphs IV.A and IV.B, unless such acquisition results in the Respondents controlling the entity or having a controlling interest in the entity. *Provided, further, however*, that prior notification shall not be required by this Paragraph for a transaction for which Notification is required to be made, and has been made, pursuant to Section 7A of the Clayton Act, 15 U.S.C. § 18a. *Provided, further, however*, that prior notification shall not be required by this Paragraph for Respondents' continued ownership, management, or operation of the assets required to be divested (i) pursuant to Paragraph II of this Order pending such divestiture; and (ii) pursuant to the Divestiture Agreement.

- B. Respondents shall not, without providing advance written notification to the Commission, implement new allocation procedures relating to the movement of NGLs from and between storage facilities, the TEPPCO Mainline Delivery System, and customers, including all rules and regulations regarding NGL nominations and scheduling.

The notification for the allocation procedures in this Paragraph IV.B., shall be as follows: (1) Respondent TEPPCO shall not be required to use the Notification and Report form. No filing fee will be required for any such notification, notification shall be filed with the Secretary of the Commission, notification need not be made to the

Decision and Order

United States Department of Justice, and notification is required only of Respondent TEPPCO and not of any other party. Respondent TEPPCO shall file the allocation procedures and all documents relating to such procedures including, but not limited to, related rules and regulations, memoranda, or other documents discussing the allocation procedures, rules, and regulations, correspondence with the Federal Energy Regulatory Commission and any other third party regarding such procedures; (2) Respondent TEPPCO shall submit such documentation at least ninety (90) days before the implementation of such allocation procedures (hereinafter referred to as the “first waiting period”); (3) If, within the first waiting period, representatives of the Commission make a written request for additional information or documentary material (within the meaning of 16 C.F.R. § 803.20), Respondent TEPPCO shall not implement the allocation procedures until thirty (30) days after submitting such additional information or documentary material. Early termination of the waiting periods in this Paragraph may be requested and, where appropriate, granted by letter from the Bureau of Competition.

- C. Within fifteen (15) days of the earlier of the signing date or the effective date, Respondents shall submit to the Commission, with copies to Bureau of Competition Mergers III Division and Compliance Division, any lease, and any contract summary relating to the lease, for NGL storage within Chambers County, Texas from any Person, including Mont Belvieu Storage Partners. Upon request of the Commission, Respondents shall provide copies of all documents relating to the lease including, but not limited to, memoranda, meeting notes, emails, or other documents. *Provided, however*, that Respondents do not have to submit any storage leases currently in effect, including the Storage and Service Agreement Between

Decision and Order

Mont Belvieu Storage Partners, L.P. and TE Products Pipeline Company, Limited Partnership, dated August 12, 2003 (effective retroactively as of January 21, 2003), or extensions of leases currently in effect if the volume leased under such extended leases is not ten percent (10%) in excess of the volume currently leased pursuant to such current leases.

V.**IT IS FURTHER ORDERED** that:

- A. Within thirty (30) days after the date this Order becomes final, and every sixty (60) days thereafter until Respondents have fully complied with Paragraphs II.A-II.E, II.G, and III of this Order, Respondents shall submit to the Commission a verified written report setting forth in detail the manner and form in which they intend to comply, are complying, and have complied with this Order. Respondents shall submit at the same time a copy of their reports concerning compliance with this Order to the Divestiture Trustee, if any Divestiture Trustee has been appointed pursuant to this Order. Respondents shall include in their reports, among other things that are required from time to time, a full description of the efforts being made to comply with the relevant Paragraphs of the Order, including a description of all substantive contacts or negotiations related to the divestiture of the relevant assets and the identity of all parties contacted. Respondents shall include in their reports copies of all written communications to and from such parties, all internal memoranda, and all reports and recommendations concerning completing the obligations.
- B. Beginning twelve (12) months after the date this Order becomes final, and annually thereafter on the anniversary

Decision and Order

of the date this Order becomes final, until the Order terminates, Respondents shall submit to the Commission verified written reports setting forth in detail the manner and form in which they are complying and have complied with this Order and the Divestiture Agreements.

VI.**IT IS FURTHER ORDERED** that:

- A. Respondents shall continue to operate the Open Stock Service for shippers who (1) ship propane on the TEPPCO Mainline Delivery System, and (2) store propane at the Mont Belvieu Storage Partners Terminals;
- B. Respondents shall, in the event Respondents build, or any Respondent builds, a new pipeline connecting an NGL storage facility in Chambers County, Texas (other than the Mont Belvieu Storage Partners Terminals) to the TEPPCO Mainline Delivery System (“New Pipeline”);
 - 1. at their cost, extend any such New Pipeline to a point agreeable to both Respondents and Mont Belvieu Storage Partners at the property line of property owned by Mont Belvieu Storage Partners (“Terminus Point”); and
 - 2. reimburse Mont Belvieu Storage Partners for Reasonable Construction Costs to extend any such New Pipeline from the Terminus Point to the manifold connected to the Mont Belvieu Storage Partners Terminal.
- C. If Respondents build a New Pipeline:

Decision and Order

1. and propane is shipped on the New Pipeline from an NGL storage facility to the TEPPCO Mainline Delivery System where there has not been a past practice of shipping propane directly onto such system, then Respondent TEPPCO shall operate the Open Stock Service for shippers who ship propane on the TEPPCO Mainline Delivery System from any NGL storage facility in Mont Belvieu, Texas on terms and conditions that are no less advantageous than those given to shippers who designate that propane be shipped from any NGL storage facility in Mont Belvieu, Texas owned by Respondents;
2. and NGLs, other than propane, are shipped on the New Pipeline from an NGL storage facility directly to the TEPPCO Mainline Delivery System where there has not been a past practice of shipping NGLs, other than propane, directly onto such system, then Respondent TEPPCO shall operate the TEPPCO Mainline Delivery System for shipping NGLs, other than propane, from any NGL storage facility in Mont Belvieu, Texas on terms and conditions that are no less advantageous than those given to shippers who designate that NGLs, other than propane, be shipped from any NGL storage facility in Mont Belvieu, Texas owned by Respondents;
3. At the time Respondents begin to move product to the TEPPCO Mainline Delivery System from any storage facility connected to the New Pipeline (other than the Mont Belvieu Storage Partners Terminals), or any time thereafter, Respondents shall allow Mont Belvieu Storage Partners to amend or terminate the Storage and Service Agreement Between Mont Belvieu Storage Partners, L.P. and TE Products Pipeline Company, Limited Partnership, dated August 12, 2003 (effective

Decision and Order

retroactively as of January 21, 2003), on the following terms:

a. with regard to propane,

(1) upon ninety (90) days written notice before termination,

(2) with no termination penalty, and

(3) provided that the termination cannot occur before March 31, 2007;

b. with regard to NGLs, other than propane,

(1) upon ninety (90) days written notice before termination,

(2) with no termination penalty, and

(3) provided that the termination cannot occur before March 31, 2008;

4. In the event Respondents implement any new allocation procedures, including rules and regulations, regarding the TEPPCO Mainline Delivery System, such new allocation procedures shall allow shippers who ship on the TEPPCO Mainline Delivery System from any NGL storage facility in Mont Belvieu, Texas to ship on terms and conditions that are no less advantageous than those given to shippers who ship from any NGL storage facility in Mont Belvieu, Texas owned by Respondents.

D. Respondent TEPPCO shall not disclose Material Confidential Information to Respondent Duncan,

Decision and Order

Respondent Enterprise, and Respondent EPCO concerning shippers who store NGLs in Mont Belvieu Storage Partners Terminals, in any other storage facility, or on the TEPPCO Mainline Delivery System.

- E. The purpose of this Paragraph VI is (1) to allow the operation of the TEPPCO Mainline Delivery System in the same manner as of the date the Consent Agreement is signed, and (2) to remedy the lessening of competition resulting from the Acquisition as alleged in the Commission's Complaint.

VII.

IT IS FURTHER ORDERED that Respondents shall notify the Commission at least thirty (30) days prior to any proposed (1) dissolution of Respondents, (2) acquisition, merger, or consolidation of Respondents, or (3) any other change in Respondents that may affect compliance obligations arising out of the Order including, but not limited to, assignment and the creation or dissolution of subsidiaries.

VIII.

IT IS FURTHER ORDERED that, for the purpose of determining or securing compliance with this Order, and subject to any legally recognized privilege, upon written request with reasonable notice, Respondents shall permit any duly authorized representative of the Commission:

- A. Access, during office hours of Respondents and in the presence of counsel, to all facilities and access to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and all other records and documents in the possession or under the control of Respondents related to compliance with this Order; and

Decision and Order

- B. Upon five (5) days' notice to Respondents and without restraint or interference from Respondents, to interview officers, directors, or employees of Respondents, who may have counsel present, regarding such matters.

IX.

IT IS FURTHER ORDERED that this Order shall terminate on October 31, 2016.

By the Commission, Commissioner Rosch recused.

Decision and Order

Appendices**APPENDIX A****TEPPCO NGL PIPELINES**Line P-46

6 inch diameter pipeline commencing at MBSP's Mont Belvieu North Terminal; THENCE running generally in a Southwesterly direction through Chambers and Harris Counties, Texas, a distance of approximately 12 miles to a point of termination located within Grantor's Baytown Terminal in Harris County, Texas.

Line P-93

8 inch diameter pipeline commencing at MBSP's Mont Belvieu North Terminal; THENCE running generally in a Southwesterly direction through Chambers and Harris Counties, Texas, a distance of approximately 12 miles into and through Grantor's Baytown Terminal in Harris County, Texas; THENCE running generally in a Southwesterly direction, a distance of approximately 8 miles, and terminating at a point of interconnection with Grantor's 16 inch diameter P-64 Pipeline at Grantor's Deer Park Junction.

Line P-64

16 inch diameter pipeline commencing at Grantor's Ellington Field Junction located in Harris County, Texas, on the South side of the Sam Houston Parkway, East of its intersection with State Highway 3; THENCE running generally in a Northeasterly direction through Harris County, Texas, a distance of approximately 9.21 miles and terminating at a point of interconnection with Grantor's 8 inch diameter P-93 pipeline at Grantor's Deer Park Junction located in Harris County, Texas, North of State Highway 225, West of its intersection with State Highway 134 (Battleground Road).

Line P-66

8 inch diameter pipeline commencing at Grantor's Hastings Delivery Facility located in Brazoria County, Texas where County Road No. 129 intersects State Highway 35; THENCE running generally in a Northeasterly direction through Brazoria and Harris Counties, Texas, a distance of approximately 9.18 miles and terminating at a point of interconnection with Grantor's 16 inch diameter P-64 pipeline at Grantor's Ellington Field Junction located in Harris County, Texas, on the South side of the Sam Houston Parkway, East of its intersection with State Highway 3.

Decision and Order

APPENDIX B

TEPPCO LAND

The portions of each of the following parcels, which portions are situated south of road FM-1942 and west of Highway TX-146 in Chambers County, Texas:

Parcel 8: William Bloodgood League A-4; Chambers County, Texas; approximately 8 acres; **Warranty Deed** dated 3/10/60 from S. S. Hindman and Mary Ann Hindman, husband and wife to Texas Eastern Transmission Corporation recorded on 3/24/60 in Bk. 219 Pg. 586 File # 533. (An undivided 3/8ths interest.)

Parcel 12: William Bloodgood League A-4; Chambers County, Texas; approximately 8 acres; reserve land;

Warranty Deed dated 5/11/60 from Fleda M. Schilling (1/2 interest) to Texas Eastern Transmission Corporation recorded on 5/25/60 in Bk. 221 Pg. 437 File # 1138;

Warranty Deed dated 4/29/60 from Elizabeth V. Lillie, et al. (1/2 interest) to Texas Eastern Transmission Corporation recorded on 5/25/60 in Bk. 221 Pg. 380 File # 1099.

Parcel 18: William Bloodgood League A-4; Chambers County, Texas; approximately 14 acres; **Warranty Deed** dated 10/11/61 from Lyle Fisher Jones, et al., to Texas Eastern Transmission Corporation recorded on 10/25/61 in Bk. 233, Pg. 116; being Lot No. 24 of the partition of the Joseph Fisher Estate, and being the same land set aside to A. M. Fisher by Commissioner in partition shown of record in Vol. C, Pg. 225 of the probate records of Chambers County, Texas, to which reference is here made for a more detailed description.

Parcels 20, 21, and 11: William Bloodgood League A-4; Chambers County, Texas; South Terminal; Zadio Fisher Pump Station;

Deed dated 5/18/60 from O. E. Barber, guardian of the Estate of Zadio Fisher to Texas Eastern Transmission Corporation recorded on (date not found) in Bk. 221 Pg. 383 File # 1100;

Parcel 11 - approximately 2.77 acres; reserved from this conveyance, all oil, gas, and other minerals;

Correction Deed (on the above) dated 6/10/60 from O. E. Barber, guardian of the Estate of Zadio Fisher to Texas Eastern Transmission Corporation recorded on 6/30/60 in Bk. 222 Pg. 254, File # 1433; correcting ambiguities in the description of Tract II;

Deed dated 3/20/62 from Nellie Lintelman, guardian of the Estate of Zadio Fisher to Texas Eastern Transmission Corporation recorded on 3/28/62 in Bk. 236 Pg. 76 File # 650; Parcel 20 for approximately 23.49 acres and Parcel 21 for approximately 8.619 acres; reserved from this conveyance all oil, gas, and other minerals.

Parcel 23: William Bloodgood League A-4; Chambers County, Texas; approximately 35 acres;

Quit Claim Deed dated 9/6/62 from Sam Silverman, Louis Silverman, and Harry Freedman to Texas Eastern Transmission Corporation recorded on 10/25/62 in Bk. 240 Pg. 381 File # 2547;

Quit Claim Deed dated 9/6/62 from Sam Silverman, Louis Silverman, and Harry Freedman to Texas Eastern Transmission Corporation recorded on 10/25/62 in Bk. 240 Pg. 383 File # 2548;

Decision and Order

Warranty Deed dated 6/28/62 from Alma Dutton, et al., to Texas Eastern Transmission Corporation recorded on 8/15/62 in Bk. 239 Pg. 195 File # 1969;

Quit Claim Deed 6/28/62 from Alma Dutton, et al., to Texas Eastern Transmission Corporation recorded on 8/15/62 in Bk. 239 Pg. 200 File # 1970; this Deed covers approximately 58.22 acres with approximately 35 acres being for Parcel 23 but appears to also cover portions of Parcels 17, 19, and 20;

Warranty Deed dated 1/23/62 from Thelma Barber Bryant and husband, William D. Bryant to Texas Eastern Transmission Corporation recorded on 3/21/62 in Bk. 236 Pg. 40 File # 613;

Quit Claim Deed dated 1/18/62 from Thelma Barber Bryant and husband, William D. Bryant to Texas Eastern Transmission Corporation recorded on 3/21/62 in Bk. 236 Pg. 42 File # 614.

Parcel 24: Reserve Land; William Bloodgood League A-4; Chambers County, Texas; approximately 8.75 acres;

Warranty Deed dated 7/12/62 from D. W. McLeod, Trustee, of the County of Chambers to Texas Eastern Transmission Corporation recorded on 7/25/62 in Bk. 238 Pg. 129 File # 1636.

Parcels 36 and 37: Henry Griffith Survey A-12; Chambers County, Texas; North Terminal;

Warranty Deed dated 3/31/64 from Texas Natural Storage Company to Texas Eastern Transmission Corporation recorded on 4/29/64 in Bk. 252 Pg. 641 File # 1108; (the salt formation - approximately 11.94 acres Parcels 36 and 37;

provided that respondents only must divest the portions of Parcels 36 and 37 that lie south of road FM1942.

Parcel 39: William Bloodgood League A-4; Chambers County, Texas; * 1/3rd interest;

Special Warranty Deed dated 1/9/69 from Mildred F. Somers to Warren Petroleum Corporation Humble Pipe Line Company, and Texas Eastern Transmission Corporation recorded on 1/21/69 in Bk. 303 Pg. 540 File # 121; approximately 1.442 acres; surface only; plus the use of the ditch known as Bloodgood Bayou for discharge of fluids into Cedar Bayou;

Special Warranty Deed dated 1/7/69 from Barbara F. Benson and husband, Joseph M. Benson to Warren Petroleum Corporation, Humble Pipe Line Company, and Texas Eastern Transmission Corporation recorded on 1/21/69 in Bk. 303 Pg. 527 File # 116; approximately 1.442 acres; surface only; plus the use of the ditch known as Bloodgood Bayou for discharge of fluids into Cedar Bayou;

Special Warranty Deed dated 1/6/69 from Evelyn F. Lansford and B. L. Lansford, Jr. to Warren Petroleum Corporation, Humble Pipe Line Company, and Texas Eastern Transmission Corporation recorded on 1/21/69 in Bk. 303 Pg. 534 File # 119; approximately 1.442 acres; surface only; plus the use of the ditch known as Bloodgood Bayou for discharge of fluids into Cedar Bayou;

Special Warranty Deed dated 1/6/69 from Carl J. Fitzgerald and Jewel Fitzgerald to Warren Petroleum Corporation, Humble Pipe Line Company, and Texas Eastern Transmission Corporation recorded on 1/21/69 in Bk. 303 Pg. 532 File # 118; approximately 1.442 acres; surface only; plus the use of the ditch known as Bloodgood Bayou for discharge of fluids into Cedar Bayou;

Special Warranty Deed dated 1/6/69 from Elda Fitzgerald to Warren Petroleum Corporation, Humble Pipe Line Company, and Texas Eastern Transmission Corporation recorded on 1/21/69

Decision and Order

in Bk. 303 Pg. 525 File # 115; approximately 5.768 acres; surface only; plus the use of the ditch known as Bloodgood Bayou for discharge of fluids into Cedar Bayou;

Special Warranty Deed dated 1/4/68 (note: this date was probably meant to read 1/4/69 as the acknowledgments were dated in 1969) from Rollie B. Williams, et al., to Warren Petroleum Corporation, Humble Pipe Line Company, and Texas Eastern Transmission Corporation recorded on 1/21/69 in Bk. 303 Pg. 529 and in Bk. 7489 Pg. 460; approximately 41.176 acres; surface only.

Parcel 41: Partial Ownership; William Bloodgood League A-4; Chambers County, Texas; approximately 35 acres;

Warranty Deed dated 11/23/83 from Diamond Shamrock Chemicals Company to Texas Eastern Transmission Corporation recorded on 1/5/84 in Bk. 542 Pg. 55; *(retained by TEPPCO) save and except that portion of said approximately 35 acres described in that certain Special Warranty Deed dated November 30, 1995 from TE Products Pipeline Company, Limited Partnership to Chevron U.S.A. Inc., acting by and through its division, Warren Petroleum Company, recorded in Vol. 282 Pg. 775 File # 5859-B of the OPR of Chambers Co., TX; and save and except that portion of Parcel 14 lying west of the tract of land described by metes and bounds conveyed by said deed recorded in Vol. 282 Pg. 775 referenced above.

Parcel 42: William Bloodgood League A-4; Chambers County, Texas; approximately 8.1752 acres;

Special Warranty Deed dated 5/18/88 from First City Bank of Dallas to Texas Eastern Products Pipeline Company recorded on 7/8/88 in Film Code # 88 51 71 File # 2820-B.

Parcel 46: Partial Ownership; William Bloodgood League A-4; Chambers County, Texas; Lot 19 - approximately 14 acres (P71, P61, and P46 lines); Lot 18 - approximately 7 acres;

Special Warranty Deed dated 11/30/95 from Chevron USA Inc., acting by and through its division, Warren Petroleum Company to TE Products Pipeline Company, Limited Partnership recorded on 12/8/95 in Film Code 95 282 766 File # 5858-B; * Parcel 46 west of the brine pond is owned by TEPPCO; the remainder was sold to Mt. Belvieu Storage Partners;

Permit to Maintain and Use a Pit dated 9/19/94 from Railroad Commission of Texas to TE Products Pipeline Company, Limited Partnership (not recorded); for a brine pit; Permit # P010692;

Second Amendment to Deed of Trust, Security Agreement and Fixture Filing executed on 11/28/95 but effective 11/30/95 recorded on 12/8/95 in File # 5860-B Film Code # 95 282 782; note: as a part of this transaction, TEPPCO conveyed to Warren an approximately 15.5465 acre tract in William Bloodgood Survey A4; this tract comprises part of Parcels 41, 42, 22, 17, and 14.

Decision and Order

Nonpublic Appendix C

[Redacted From the Public Record Version But Incorporated By Reference]

Decision and Order

6918-5

GENERAL CONVEYANCE AND ASSUMPTION AGREEMENT

03 639 1

THE STATE OF TEXAS §
COUNTIES OF CHAMBERS §
AND HARRIS §

KNOW ALL MEN BY THESE PRESENTS:

OFFICIAL PUBLIC RECORDS
CHAMBERS COUNTY, TEXAS
Suzanne E. Foshko, County Clerk

This General Conveyance and Assumption Agreement (this "Conveyance") is from TE PRODUCTS PIPELINE COMPANY, LIMITED PARTNERSHIP, a Delaware limited partnership ("Grantor"), whose mailing address is 2929 Allen Parkway, Houston, Texas 77019, to MONT BELVUE STORAGE PARTNERS, L.P., a Delaware limited partnership ("Grantee"), whose mailing address is 2929 Allen Parkway, Houston, Texas 77019.

PART I
GRANTING, RESERVATION AND HABENDUM CLAUSES

1.1 Granting Clause.

For and in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration to Grantor in hand paid by Grantee, the receipt and sufficiency of which consideration are hereby acknowledged and confessed, and on and subject to the reservations, exceptions, encumbrances, terms and provisions hereinafter set forth and described, Grantor has GRANTED, BARGAINED, SOLD, CONVEYED, TRANSFERRED and ASSIGNED, and by these presents does hereby GRANT, BARGAIN, SELL, CONVEY, TRANSFER and ASSIGN, unto Grantee the following:

- (a) Fee Lands. Those certain tracts or parcels of real property situated in Chambers and Harris Counties, Texas, described on Exhibit A attached hereto and made a part hereof for all purposes, together with all of Grantor's right, title and interest in and to the improvements situated thereon except the Reserved Assets (collectively, the "Fee Lands");
- (b) Pipelines. All of Grantor's right, title and interest in and to the pipelines described on Exhibit B attached hereto and made a part hereof for all purposes and the equipment, machinery and other items of personal property attached thereto and used exclusively in the operation thereof (collectively, the "Pipelines," and singularly, each a "Pipeline");
- (c) Easements. All of Grantor's right, title and interest in and to those certain rights-of-way and easements more particularly described on Exhibit C attached hereto and made a part hereof for all purposes (collectively, the "Easements," and singularly, each an "Easement");
- (d) Assigned Rights in the Shared Easements. The Assigned Rights in the Shared Easements (as defined in Section 1.3(a) hereof);
- (e) New Easements. The New Easements (as defined in Section 1.4(a) hereof);
- (f) Leases. All of Grantor's right, title and interest in and to those certain leases more particularly described on Exhibit F attached hereto and made a part hereof for all purposes (collectively, the "Leases," and singularly, each a "Lease");
- (g) Permits. All of Grantor's right, title and interest in and to those certain permits and licenses more particularly described on Exhibit G attached hereto and made a part hereof for all purposes (collectively, the "Permits," and singularly, each a "Permit");
- (h) Contracts. All of Grantor's right, title and interest in and to those certain contracts and agreements more particularly described on Exhibit H attached hereto and made a part hereof for all purposes (collectively, the "Contracts," and singularly, each a "Contract"); and

Decision and Order

03 639 2

(i) Other Interests. With respect to the properties, rights, titles and interests described in Section 1.1(a) through and including Section 1.1(h) above, all and singular the tenements, hereditaments and appurtenances belonging or in any wise appertaining to such property, or any part thereof, including, without limitation, all reversionary interests and reversions, remainders, tolls, rents, revenues, issues, earnings, income, products and profits thereof, and all the right, title, interest, estate and claim whatsoever, at law as well as in equity, of Grantor in and to the above described property from and after the Effective Date.

The properties, rights, titles and interests described in this Section 1.1, **SAVE AND EXCEPT** the Reserved Property (as defined in Section 1.2), shall be referred to herein as the "Subject Property".

1.2 Reservation Clause.

Grantor hereby **RESERVES, SAVES AND EXCEPTS** from this conveyance, the following:

(a) Shared Easements. All right, title and interest of Grantor in and to those certain rights-of-way and easements more particularly described on Exhibit D attached hereto and made a part hereof for all purposes (collectively, the "Shared Easements," and singularly, each a "Shared Easement"), including as part of the reserved interest, without limitation, all rights to lay, construct, operate and maintain pipelines in addition to those heretofore constructed and operated across the same tract or parcel, commonly referred to as "additional line rights," and all reversionary interests and reversions;

(b) Reserved Assets. All of Grantor's right, title and interest in and to those pipelines, dehydrations towers, metering equipment and other assets described on Exhibit I attached hereto and made a part hereof for all purposes and the equipment, machinery and other items of personal property attached thereto and used in the operation thereof (collectively, the "Reserved Assets," and singularly, each a "Reserved Asset");

(c) Reserved New Easements upon the Fee Lands. The Reserved New Easements upon the Fee Lands (as defined in Section 1.5 hereof);

(d) Grantor's Right of Access upon the Fee Lands. Grantor's Right of Access upon the Fee Lands (as defined in Section 1.6);

(e) Storage Capacity. Four million (4,000,000) barrels of space in the underground storage facility lying underneath the surface of the Fee Lands for purposes of injecting, storing and retrieving propane, isobutane, normal butane and natural gasoline, all in accordance with that certain Storage and Service Agreement dated effective as of January 21, 2003 (the "Storage Agreement"), by and between Grantor and Grantee. The Storage Agreement and Grantee's obligations thereunder shall be covenants running with the Fee Lands and shall be binding on Grantee's successors and assigns and all subsequent owners of all or any part of the Fee Lands; and

(f) Reserved Other Interests. With respect to the property described in Section 1.2(a) through and including Section 1.2(e) above, all and singular the tenements, hereditaments and appurtenances belonging or in any wise appertaining to such property, or any part thereof, including, without limitation, all reversionary interests and reversions, remainders, tolls, rents, revenues, issues, earnings, income, products and profits thereof, and all the right, title, interest, estate and claim whatsoever, at law as well as in equity, of Grantor in and to such property.

The properties, rights, titles and interests described in this Section 1.2 shall be referred to herein as the "Reserved Property".

Decision and Order

1.3 Assigned Rights in the Shared Easements.

03 639 3

(a) To the extent of Grantor's right, title and interest in and to the Shared Easements, Section 1.1(d) covers and includes:

(1) such rights, but only such rights, as relate to and are necessary and appropriate for the use and operation of the Pipelines situated on each Shared Easement in the manner and for the purposes permitted in each such Shared Easement; and

(2) any additional rights and privileges under or through each Shared Easement to the extent such rights and privileges specifically relate to that portion of the Pipelines situated on such Shared Easement; provided, with respect to the interest described in this Section 1.3(a), if and to the extent such additional rights and privileges are applicable to both (i) the Pipelines and (ii) the Reserved Assets, this Section 1.3(a) covers and includes the nonexclusive right to exercise such rights and privileges with respect to the Pipelines only, all upon and subject to the terms and conditions set forth below

(collectively, the "Assigned Rights in the Shared Easements," and singularly, the "Assigned Rights in a Shared Easement").

(b) The Assigned Rights in the Shared Easements are assigned and accepted upon, subject to and limited by, the terms and conditions of the applicable Shared Easement, and the purposes expressly set forth above and shall not include any other right or privilege of Grantor in and to such Shared Easement, including, without limitation, "additional line rights," if any.

(c) Grantor shall not be obligated to maintain any Shared Easements in force and effect for the use or benefit of Grantee. As between Grantor and Grantee, each shall have the right, at any time and from time to time, to the extent permitted by law:

(1) to amend and modify any Shared Easement with respect to that party's right, title and interest, but no amendment or modification shall bind or affect, or purport to bind or affect, the right, title and interest of the other party unless such party joins in the amendment or modification; and

(2) to assign or encumber its rights, titles and interests in any Shared Easement without the consent of the other. As between Grantor and Grantee, the rights assigned and reserved herein in each Shared Easement are mutually nonexclusive and shall rank equally.

1.4 New Easements.

(a) The New Easements conveyed in Section 1.1(e) (collectively, the "New Easements," and singularly, the "New Easement") are non-exclusive easements for the benefit of Grantee upon, over, under and through the lands described on Exhibits E-1 through E-31 attached hereto and made a part hereof for all purposes to construct, lay, alter, inspect, maintain, repair, operate, test, renew, protect, replace, and remove all or any part of the Pipelines in their present location, together with necessary appurtenances thereto, including, without limitation, valves, fittings, tie-overs, corrosion control equipment and other apparatus above and below ground, for the transportation of oil, petroleum products, natural gas, natural gas liquids, condensate, other gaseous and liquid hydrocarbons or any other material or substance which can be transported through a pipeline; provided, however, should any such New Easement cease to be used for the transportation of any such material or substance for a continuous period of two (2) years, then, at any time thereafter and prior to Grantee resuming the use of such New Easement for the transportation of any such material or substance, Grantor shall have the right to deliver written notice to Grantee providing that if Grantee does not resume use of such New Easement for the transportation of any such material or substance within two (2) years from the date of such notice, such New Easement shall terminate and all rights granted hereunder with respect to such New Easement shall terminate and revert to Grantor, its

Decision and Order

successors and assigns.

03 639 4

(b) Grantee shall (i) pay all damages to stock, crops, fences, timber, land and improvements which may be suffered from any operation conducted by, through or under Grantee on a New Easement and which are owed to third parties, (ii) not relocate the Pipelines, nor construct additional facilities, on a New Easement without the prior written consent of Grantor, which consent shall not be unreasonably withheld, conditioned or delayed, (iii) comply with the terms and conditions of the Permitted Encumbrances relating to a New Easement and (iv) conduct all construction and operations relating to the New Easements in accordance with applicable laws, rules, regulations, ordinances, orders and decrees of governmental authorities or tribunals having jurisdiction.

(c) Grantor shall have the right to use the surface and subsurface of the land affected by the New Easements for any purpose not inconsistent with the New Easements; provided, however, that Grantor shall not change the grade of the land affected by the New Easement.

(d) Grantee shall not conduct any environmental remediation in connection with the New Easements or Grantee's assets located thereon without the prior written approval of Grantor, which approval shall include the right to approve (i) the contractors and/or personnel who will conduct any such environmental remediation and (ii) the location of where any materials removed are disposed. Further, Grantor reserves the right to conduct any such environmental remediation that is necessary or advisable, and Grantee shall promptly reimburse Grantor for any costs incurred in connection therewith to the extent that Grantee is liable for such remediation pursuant to the terms hereof.

(e) Grantee understands and agrees that the rights herein granted in the New Easements are for land necessary to accommodate the Pipelines and that similar permission may be given to others for installation, maintenance, operation and use of other facilities in close proximity (but in no event less than two (2) feet of clearance above, below, or beside Grantee's facilities) to those provided for hereby; and Grantee shall not have and there is not given hereby any exclusive right of use or occupancy of any portion of Grantor's property.

(f) Grantee shall observe all applicable rules and regulations that have been or may hereafter be promulgated by Grantor for the conduct of individuals while on Grantor's real estate, including, but not limited to, rules and regulations with respect to acts or practices deemed hazardous, and Grantee also agrees to enforce compliance therewith by its employees, agents, contractors, subcontractors and invitees.

(g) Grantee shall exercise all due precaution and safety in connection with its operation and maintenance of the Pipelines and appurtenances, and shall ditch by hand in the areas in which ditching by machinery cannot be safely performed.

(h) It is understood and agreed that any right of Grantee herein to the New Easements shall be subordinate to the rights of Grantor, and Grantor shall have the right to fully use and enjoy the lands covered by the New Easements in any way not inconsistent with the rights herein-above granted. In the event the business or operations of Grantor should make it necessary or desirable in Grantor's sole discretion to use the property through which the New Easements pass in a manner which would make it necessary or advisable to relocate any of the Pipelines, Grantee, at its sole cost, risk and expense, will accomplish such relocation within ninety (90) days after it is notified to do so by Grantor; provided, however, if Grantor requires Grantee to relocate the same Pipeline within three (3) years after such Pipeline was previously relocated, then such relocation shall be at Grantor's sole cost and expense. In the event relocation is required, Grantor agrees to furnish Grantee with suitable right of way for the relocation at no additional cost, subject to the terms of this instrument. Such notice shall designate the location on Grantor's property to which the Pipeline is to be relocated. Grantee agrees, in the event of such request by Grantor, that in accomplishing any relocation, Grantee will leave the property which is vacated by the New Easement in substantially the same

Decision and Order

condition as when entered upon by Grantee, ordinary wear and tear excepted. 03 639 5

(i) Except in the case of emergency, for which Grantor shall be immediately notified at (800)-530-1050 (or such other number as Grantor may give Grantee notice of from time to time), Grantee shall submit construction or maintenance plans for Grantor's approval prior to any proposed activity on any of the New Easements. Except for matters requiring emergency inspection, testing, maintenance, repair, or replacement of the Pipelines, Grantee shall notify Grantor, a minimum of three (3) days prior to the start of any such activity, of Grantee's intention to enter upon Grantor's premises. Such plans and notice shall be mailed or delivered to Grantor's Region Office located at 5730 Independence Boulevard, Suite 100, Baytown, Texas 77521 (or such other address as Grantor may give Grantee notice of from time to time).

1.5 **Reserved New Easements upon the Fee Lands.**

(a) The Reserved New Easements upon the Fee Lands reserved, saved and excepted pursuant to Section 1.2(c) (collectively, the "Reserved New Easements," and singularly, a "Reserved New Easement") are perpetual, non-exclusive easements for the benefit of Grantor upon, over, under and through the lands described on Exhibits I-1 through I-23 attached hereto and made a part hereof for all purposes to construct, lay, alter, inspect, maintain, repair, operate, test, renew, protect, replace, change the size of, and remove all or any part of the Reserved Assets in their present location on the Fee Lands, together with necessary appurtenances thereto, including, without limitation, valves, fittings, tie-overs, corrosion control equipment and other apparatus above and below ground, for the transportation of oil, petroleum products, natural gas, natural gas liquids, condensate, other gaseous and liquid hydrocarbons or any other material or substance which can be transported through a pipeline.

(b) Grantor shall (i) notify Grantee in writing at least five (5) days in advance of any construction on a Reserved New Easement, except in an emergency and then as soon as possible by telephone, promptly confirmed in writing, (ii) pay all damages to stock, crops, fences, timber, land and improvements which may be suffered from operations conducted by, through or under Grantor on a Reserved New Easement and which are owed to third parties, (iii) not relocate the Pipelines, nor construct additional facilities, on a Reserved New Easement, without the prior written consent of Grantee, which consent shall not be unreasonably withheld, conditioned or delayed, (iv) comply with the terms and conditions of the Permitted Encumbrances relating to a Reserved New Easement and (v) conduct all construction and operations relating to the Reserved New Easements in accordance with applicable laws, rules, regulations, ordinances, orders and decrees of governmental authorities or tribunals having jurisdiction.

(c) Grantee shall have the right to use the surface and subsurface of the land affected by the Reserved New Easements for any purpose not inconsistent with the Reserved New Easements; provided, however, that Grantee shall not change the grade of the land affected by the Reserved New Easements.

1.6 **Grantor's Right of Access upon the Fee Lands.**

(a) Grantor's Rights of Access upon the Fee Lands reserved, saved and excepted pursuant to Section 1.2(d) ("Grantor's Right of Access upon the Fee Lands") are perpetual, non-exclusive easements and rights of ingress and egress to and from the Fee Lands for the benefit of Grantor along, over and across existing roads, routes, sidewalks, utility lines, conduits and electrical lines (collectively, the "Facilities," and singularly, a "Facility") on and over the Fee Lands for the purposes and to the extent the Facilities have been heretofore utilized in connection with the Reserved Property, including, without limitation, the right to maintain, repair, replace and operate existing Facilities in their present location on the Fee Lands to the extent, but only to the extent, the same are necessary or useful in connection with the ownership and operation of the Reserved Property.

(b) Grantor's Right of Access upon the Fee Lands shall be subject to such reasonable rules and regulations as Grantee may from time to time prescribe, which shall not,

Decision and Order

EXHIBIT "E-1"

TEPPCO 03 639 44
CENTERLINE DESCRIPTION
HENRY GRIFFITH LEAGUE, A-12
CHAMBERS COUNTY, TEXAS
PIPELINE P-67

A centerline description for a fourteen (14") inch diameter pipeline on, over and across those certain called tracts of land being further described as a 10-acre tract of land and Lots 3 through 11 of the Annie Higgins Subdivision No. 4, as referred to in Exhibit A of Part I in item No. 12 (Parcel 3) in a deed dated February 26, 1990, conveyed unto TE Products Pipeline Company, Limited Partnership, recorded in Volume 105, Page 300 of the Official Public Records of Chambers County, Texas and being situated in the Henry Griffith League, Abstract No. 12, in Chambers County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a concrete right of way monument found in a westerly line of said 10-acre tract, said corner also being in the east right of way line of State Highway No. 146 (120' in width), said monument marking the point of tangency of a curve of said right of way, from said commencement point monument "WA-01" bears South 03° 32' 28" East - 4,653.55 feet;

THENCE South 07° 17' 56" East, following the west line of said 10-acre tract, being common with the east right of way line of said State Highway No. 146, for a distance of 294.24 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE North 84° 07' 39" East, leaving said common line, for a distance of 27.36 feet to an angle point;

THENCE North 07° 40' 45" West, for a distance of 164.19 feet to an angle point;

THENCE North 07° 26' 28" West, at a distance of 222.54 feet pass the north line of said 10-acre tract, being common with the south line of said Lot 4, continuing in all for a distance of 224.56 feet to an angle point;

THENCE North 06° 33' 02" West, at a distance of 108.48 feet pass the east line of said Lot 4, being common with the west line of Lot 3, continuing in all for a distance of 110.06 feet to the **TERMINAL POINT** in the north line of said Lot 3, being common with the south right of way line of Winfree Road (50' in width), said line crossing said 10-acre tract, said Lot 4 and said Lot 3 for a total distance of 526.71 feet or 31.89 rods.

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into Mont Belvieu Subsidence Monitoring Network Reference Benchmark monument "WA-01". Having published geographic coordinates of Latitude = N 29° 50' 15.81373", Longitude = W 94° 53' 42.64844", (NAD 1983 DATUM) November 1996 Survey. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.999902856.

Decision and Order

03 639 45

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 31, 2003

Compiled by:
S Oliver & Associates, L.P.
7507 Bayway Drive
Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File:EXHIBIT-E-1
Rev:0

Decision and Order

EXHIBIT "E-2"

TEPPCO
CENTERLINE DESCRIPTION
HENRY GRIFFITH LEAGUE, A-12
CHAMBERS COUNTY, TEXAS
PIPELINE P-68

03 639 46

A centerline description for an eight (8") inch diameter pipeline on, over and across those certain called tracts of land being further described as a 10-acre tract of land and Lots 3 through 11 of the Annie Higgins Subdivision No. 4, as referred to in Exhibit A of Part I in item No. 12 (Parcel 3) in a deed dated February 26, 1990, conveyed unto TE Products Pipeline Company, Limited Partnership, recorded in Volume 105, Page 300 of the Official Public Records of Chambers County, Texas and being situated in the Henry Griffith League, Abstract No. 12, in Chambers County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a concrete right of way monument found in a westerly line of said 10-acre tract, said corner also being in the east right of way line of State Highway No. 146 (120' in width), said monument marking the point of tangency of a curve of said right of way, from said commencement point monument "WA-01" bears South 03° 32' 28" East - 4,653.55 feet;

THENCE South 07° 17' 56" East, following the west line of said 10-acre tract, being common with the east right of way line of said State Highway No. 146, for a distance of 299.09 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE North 84° 26' 15" East, leaving said common line, for a distance of 31.22 feet to an angle point;

THENCE North 07° 38' 02" West, for a distance of 168.73 feet to an angle point;

THENCE North 07° 36' 56" West, for a distance of 224.64 feet to an angle point in the north line of said 10-acre tract, being common with the south line of said Lot 4;

THENCE North 06° 02' 14" West, at a distance of 100.47 feet pass the east line of said Lot 4, being common with the west line of Lot 3, continuing in all for a distance of 112.62 feet to the **TERMINAL POINT** in the north line of said Lot 3, being common with the south right of way line of Winfree Road (50' in width), said line crossing said 10-acre tract, said Lot 4 and said Lot 3 for a total distance of 537.21 feet of 32.56 rods.

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into Mont Belvieu Subsidence Monitoring Network Reference Benchmark monument "WA-01". Having published geographic coordinates of Latitude = N 29° 50' 15.81373", Longitude = W 94° 53' 42.64844", (NAD 1983 DATUM) November 1996 Survey. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.999902856.

Decision and Order

03 639 47

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

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File: EXHIBIT-E-2
Rev: 0

Decision and Order

EXHIBIT "E-3"

03 639 48

TEPPCO
CENTERLINE DESCRIPTION
HENRY GRIFFITH LEAGUE, A-12
CHAMBERS COUNTY, TEXAS
PIPELINE P-67

A centerline description for a fourteen (14") inch diameter pipeline on, over and across those certain called tracts of land being further described as a 2.0445-acre tract of land as referred to in Exhibit A of Part I in item No. 21 (Parcel 40) and a 22.957-acre tract of land as referred to in Exhibit A of Part I in item No. 8 (Parcel 25) in a deed dated February 26, 1990, conveyed unto TE Products Pipeline Company, Limited Partnership, recorded in Volume 105, Page 300 of the Official Public Records of Chambers County, Texas and being situated in the Henry Griffith League, Abstract No. 12, in Chambers County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 3/4-inch iron rod found at the southwest corner of said 2.0445-acre tract, said corner also being in the east right of way line of State Highway No. 146 (120' in width) and the north right of way line of Winfree Road (50' in width), from said commencement point monument "WA-01" bears South 03° 42' 30" East - 4,900.41 feet;

THENCE North 57° 18' 34" East, following the south line of said 2.0445-acre tract, being common with said north right of way line of Winfree Road, for a distance of 28.73 feet to the **POINT OF BEGINNING** of in the herein described centerline;

THENCE North 06° 33' 02" West, leaving said common line, for a distance of 0.53 feet to an angle point;

THENCE North 05° 19' 06" West, for a distance of 110.04 feet to an angle point;

THENCE North 03° 52' 18" West, for a distance of 159.74 feet to an angle point;

THENCE North 03° 02' 02" West, for a distance of 213.62 feet to an angle point;

THENCE North 00° 13' 29" East, at a distance of 88.90 feet passing the east line of said 2.0445-acre tract and the west line of said 22.957-acre tract, continuing in all for a total distance of 235.13 feet to an angle point;

THENCE North 01° 55' 46" East, for a distance of 261.98 feet to the center of an underground valve;

THENCE North 04° 14' 11" East, for a distance of 232.47 feet to an angle point;

THENCE North 07° 01' 46" East, for a distance of 276.20 feet to an angle point;

Decision and Order

03 639 49

THENCE North 08° 05' 31" East, for a distance of 258.02 feet to the **TERMINAL POINT** in the north line of said 22.957-acre tract, said line crossing said 2.0445-acre tract and said 22.957-acre tract for a total distance of 1,747.73 feet of 105.92 rods.

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into Mont Belvieu Subsidence Monitoring Network Reference Benchmark monument "WA-01". Having published geographic coordinates of Latitude = N 29° 50' 15.81373", Longitude = W 94° 53' 42.64844", (NAD 1983 DATUM) November 1996 Survey. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.999902856.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 31, 2003

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Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File:EXHIBIT-E-3
Rev:0

Decision and Order

EXHIBIT "E-4"

TEPPCO
CENTERLINE DESCRIPTION
HENRY GRIFFITH LEAGUE, A-12
CHAMBERS COUNTY, TEXAS
PIPELINE P-68

03 639 50

A centerline description for an eight (8") inch diameter pipeline on, over and across those certain called tracts of land being further described as a 2.0445-acre tract of land as referred to in Exhibit A of Part I in item No. 21 (Parcel 40) and a 22.957-acre tract of land as referred to in Exhibit A of Part I in item No. 8 (Parcel 25) in a deed dated February 26, 1990, conveyed unto TE Products Pipeline Company, Limited Partnership, recorded in Volume 105, Page 300 of the Official Public Records of Chambers County, Texas and being situated in the Henry Griffith League, Abstract No. 12, in Chambers County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a ¾-inch iron rod found at the southwest corner of said 2.0445-acre tract, said corner also being in the east right of way line of State Highway No. 146 (120' in width) and the north right of way line of Winfree Road (50' in width), from said commencement point monument "WA-01" bears South 03° 42' 30" East - 4,900.41 feet;

THENCE North 57° 18' 34" East, following the south line of said 2.0445-acre tract, being common with said north right of way line of Winfree Road, for a distance of 34.06 feet to the **POINT OF BEGINNING** of in the herein described centerline;

THENCE North 06° 02' 14" West, leaving said common line, for a distance of 1.09 feet to an angle point;

THENCE North 04° 55' 35" West, for a distance of 108.07 feet to an angle point;

THENCE North 04° 12' 17" West, for a distance of 158.66 feet to an angle point;

THENCE North 02° 39' 57" West, for a distance of 212.76 feet to an angle point;

THENCE North 00° 03' 23" West, at a distance of 80.64 feet passing the east line of said 2.0445-acre tract and the west line of said 22.957-acre tract, continuing for a total distance of 235.35 feet to an angle point;

THENCE North 02° 52' 05" East, for a distance of 493.92 feet to an angle point;

THENCE North 06° 56' 54" East, for a distance of 276.44 feet to an angle point;

THENCE North 08° 05' 18" East, for a distance of 260.52 feet to the **TERMINAL POINT** in the north line of said 22.957-acre tract, said line crossing said 2.0445-acre tract and said 22.957-acre tract for a total distance of 1,746.81 feet or 105.87 rods.

Decision and Order

03 639 51

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into Mont Belvieu Subsidence Monitoring Network Reference Benchmark monument "WA-01". Having published geographic coordinates of Latitude = N 29° 50' 15.81373", Longitude = W 94° 53' 42.64844", (NAD 1983 DATUM) November 1996 Survey. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.999902856.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 31, 2003

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Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-4
Rev: 0

Decision and Order

EXHIBIT "E-5"

TEPPCO
CENTERLINE DESCRIPTION
WILLIAM BLOODGOOD LEAGUE, A-4
CHAMBERS COUNTY, TEXAS
PIPELINE P-11

03 639 52

A centerline description for a twelve (12) inch diameter pipeline on, over and across those certain called tracts of land being further described as an 8.619-acre tract of land as referred to in Exhibit A of Part I in item No. 37 (Parcel 21) and a 2.77-acre tract of land as referred to in Exhibit A of Part I in item No. 11 (Parcel 11) in a deed dated February 26, 1990, conveyed unto TE Products Pipeline Company, Limited Partnership, recorded in Volume 105, Page 300 of the Official Public Records of Chambers County, Texas and being situated in the William Bloodgood League, Abstract No. 4, in Chambers County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a ½-inch iron rod with cap found at the northwest corner of said 8.619-acre tract, said corner being common with the southwest corner of said 2.77-acre tract and being in the west line of Lot 10 and common with the east line of Lot 11 of the Joseph Fisher Estate Partition, recorded in Volume C, Page 222 of the Probate Minutes of Chambers County, Texas, from said commencement point monument "WA-01" bears South 80° 20' 30" East - 3,874.33 feet;

THENCE South 12° 22' 08" East, following the west line of said 8.619-acre tract and Lot 10, being common with the east line of said Lot 11, at a distance of 863.90 feet pass the southeast corner of said Lot 11, being common with the northeast corner of a 52.71-acre tract, recorded in Volume 303, Page 529 of the Deed Records of Chambers County, Texas, continuing along the west line of said 8.619-acre tract and Lot 10, being common with the east line of said 52.71 acre tract, continuing in all for a total distance of 1018.89 feet to the southwest corner of said 8.619-acre tract;

THENCE North 77° 33' 52" East, following the south line of said 8.619-acre tract and said Lot 11, being common with the north line of a 2.22 acre tract as described by deed recorded in Volume 282, Page 667 of the Deed Records of Chambers County, Texas, for a distance of 140.82 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE North 33° 00' 22" East, leaving said common line, for a distance of 137.61 feet to an angle point;

THENCE North 06° 44' 29" East, for a distance of 233.78 feet to an angle point;

THENCE North 06° 12' 50" East, for a distance of 240.22 feet to an angle point;

THENCE North 00° 14' 32" West, for a distance of 232.88 feet to an angle point;

THENCE North 01° 40' 02" West, for a distance of 156.14 feet to an angle point;

Decision and Order

03 639 53

THENCE North 06° 38' 28" West, passing the north line of said 8.619-acre tract and the south line of said 2.77-acre tract at 92.83 feet, for a total distance of 146.60 feet to an angle point;

THENCE North 06° 10' 57" West, for a distance of 85.13 feet to an angle point;

THENCE North 77° 55' 35" East, for a distance of 27.03 feet to the **TERMINAL POINT** in the east line of said 2.77-acre tract, said east line also being the west right of way line of Southern Pacific Railroad (100' in width), said line crossing said 8.619-acre tract and said 2.77-acre tract for a distance of 1259.39 feet or 76.33 rods.

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into Mont Belvieu Subsidence Monitoring Network Reference Benchmark monument "WA-01". Having published geographic coordinates of Latitude = N 29° 50' 15.81373", Longitude = W 94° 53' 42.64844", (NAD 1983 DATUM) November 1996 Survey. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.999902856.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 31, 2003

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Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-5
Rev: 0

Decision and Order

EXHIBIT "E-6"

TEPCO
CENTERLINE DESCRIPTION
WILLIAM BLOODGOOD LEAGUE, A-4
CHAMBERS COUNTY, TEXAS
PIPELINE P-12

03 639 54

A centerline description for a twelve (12) inch diameter pipeline on, over and across those certain called tracts of land being further described as an 8.619-acre tract of land as referred to in Exhibit A of Part I in item No. 37 (Parcel 21) and a 2.77-acre tract of land as referred to in Exhibit A of Part I in item No. 11 (Parcel 11) in a deed dated February 26, 1990, conveyed unto TE Products Pipeline Company, Limited Partnership, recorded in Volume 105, Page 300 of the Official Public Records of Chambers County, Texas and being situated in the William Bloodgood League, Abstract No. 4, in Chambers County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a ½-inch iron rod with cap found at the northwest corner of said 8.619-acre tract, said corner being common with the southwest corner of said 2.77-acre tract and being in the west line of Lot 10 and common with the east line of Lot 11 of the Joseph Fisher Estate Partition, recorded in Volume C, Page 222 of the Probate Minutes of Chambers County, Texas, from said commencement point monument "WA-01" bears South 80° 20' 30" East - 3,874.33 feet;

THENCE South 12° 22' 08" East, following the west line of said 8.619-acre tract and Lot 10, being common with the east line of said Lot 11, at a distance of 863.90 feet pass the southeast corner of said Lot 11, being common with the northeast corner of a 52.71-acre tract, recorded in Volume 303, Page 529 of the Deed Records of Chambers County, Texas, continuing along the west line of said 8.619-acre tract and Lot 10, being common with the east line of said 52.71 acre tract, continuing in all for a total distance of 1018.89 feet to the southwest corner of said 8.619-acre tract;

THENCE North 77° 33' 52" East, following the south line of said 8.619-acre tract and said Lot 11, being common with the north line of a 2.22 acre tract as described by deed recorded in Volume 282, Page 667 of the Deed Records of Chambers County, Texas, for a distance of 119.19 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE North 26° 58' 40" East, leaving said common line, for a distance of 157.11 feet to an angle point;

THENCE North 09° 32' 22" East, for a distance of 216.93 feet to an angle point;

THENCE North 06° 32' 38" East, for a distance of 239.26 feet to an angle point;

THENCE North 00° 27' 20" West, for a distance of 231.94 feet to an angle point;

THENCE North 01° 28' 12" West, for a distance of 156.19 feet to an angle point;

Decision and Order

03 639 55

THENCE North 04° 07' 33" West, passing the north line of said 8.619-acre tract and the south line of said 2.77-acre tract at 90.25 feet, for a total distance of 144.67 feet to an angle point;

THENCE North 04° 00' 45" West, for a distance of 58.48 feet to an angle point;

THENCE North 77° 48' 39" East, for a distance of 34.25 feet to the **TERMINAL POINT** in the east line of said 2.77-acre tract, said east line also being the west right of way line of Southern Pacific Railroad (100' in width), said line crossing said 8.619-acre tract and said 2.77-acre tract for a distance of 1238.83 feet or 75.08 rods.

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into Mont Belvieu Subsidence Monitoring Network Reference Benchmark monument "WA-01". Having published geographic coordinates of Latitude = N 29° 50' 15.81373", Longitude = W 94° 53' 42.64844", (NAD 1983 DATUM) November 1996 Survey. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.999902856.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 31, 2003

Compiled by:
S Oliver & Associates, L.P.
7507 Bayway Drive
Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-6
Rev: 0

Decision and Order

EXHIBIT "E-7"

TEPPCO
CENTERLINE DESCRIPTION
WILLIAM BLOODGOOD LEAGUE, A-4
CHAMBERS COUNTY, TEXAS
PIPELINE P-13

03 639 56

A centerline description for a twelve (12) inch diameter pipeline on, over and across those certain called tracts of land being further described as an 8.619-acre tract of land as referred to in Exhibit A of Part I in item No. 37 (Parcel 21) and a 2.77-acre tract of land as referred to in Exhibit A of Part I in item No. 11 (Parcel 11) in a deed dated February 26, 1990, conveyed unto TE Products Pipeline Company, Limited Partnership, recorded in Volume 105, Page 300 of the Official Public Records of Chambers County, Texas and being situated in the William Bloodgood League, Abstract No. 4, in Chambers County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 1/4-inch iron rod with cap found at the northwest corner of said 8.619-acre tract, said corner being common with the southwest corner of said 2.77-acre tract and being in the west line of Lot 10 and common with the east line of Lot 11 of the Joseph Fisher Estate Partition, recorded in Volume C, Page 222 of the Probate Minutes of Chambers County, Texas, from said commencement point monument "WA-01" bears South 80° 20' 30" East - 3,874.33 feet;

THENCE South 12° 22' 08" East, following the west line of said 8.619-acre tract and Lot 10, being common with the east line of said Lot 11, at a distance of 863.90 feet pass the southeast corner of said Lot 11, being common with the northeast corner of a 52.71-acre tract, recorded in Volume 303, Page 529 of the Deed Records of Chambers County, Texas, continuing along the west line of said 8.619-acre tract and Lot 10, being common with the east line of said 52.71 acre tract, continuing in all for a total distance of 1018.89 feet to the southwest corner of said 8.619-acre tract;

THENCE North 77° 33' 52" East, following the south line of said 8.619-acre tract and said Lot 11, being common with the north line of a 2.22 acre tract as described by deed recorded in Volume 282, Page 667 of the Deed Records of Chambers County, Texas, for a distance of 115.09 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE North 25° 37' 59" East, for a distance of 147.70 feet to an angle point;

THENCE North 09° 46' 23" East, for a distance of 226.65 feet to an angle point;

THENCE North 06° 46' 41" East, for a distance of 238.92 feet to an angle point;

THENCE North 00° 38' 35" West, for a distance of 230.62 feet to an angle point;

THENCE North 01° 13' 10" West, for a distance of 156.28 feet to an angle point;

Decision and Order

03 639 57

THENCE North 06° 38' 45" West, passing the north line of said 8.619-acre tract and the south line of said 2.77-acre tract at 88.04 feet, for a total distance of 142.75 feet to an angle point;

THENCE North 06° 23' 04" West, for a distance of 121.21 feet to the **TERMINAL POINT** in the east line of said 2.77-acre tract, said east line also being the west right of way line of Southern Pacific Railroad (100' in width), said line crossing said 8.619-acre tract and said 2.77-acre tract for a distance of 1264.13 feet or 76.61 rods;

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into Mont Belvieu Subsidence Monitoring Network Reference Benchmark monument "WA-01". Having published geographic coordinates of Latitude = N 29° 50' 15.81373", Longitude = W 94° 53' 42.64844", (NAD 1983 DATUM) November 1996 Survey. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.999902856.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 31, 2003

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Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-7
Rev: 0

Decision and Order

EXHIBIT "E-8"

03 639 58

TEPPCO
CENTERLINE DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
BAYTOWN LPG FLARE LINE
TO LPG FLARE SITE

A centerline description for a six (6") inch diameter flare line on, over and through a portion of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 5/8-inch iron rod found for a northwesterly corner of said 70.488-acre tract, said corner bears North 45° 29' 22" East - 113.83 feet from the northwest corner of said 70.488-acre tract, said corner also being a southerly corner of a remainder of a 124.81-acre tract as described by deed recorded in Volume 1683, Page 706 of the Deed Records of Harris County, Texas, from said commencement point NGS monument "HGCS D 33" bears North 09° 31' 16" West - 6,288.75 feet;

THENCE North 85° 46' 35" East, following a northerly line of said 70.488-acre tract, being common with the southerly line of said remainder of a 124.81-acre tract, for a distance of 856.39 feet to a point;

THENCE South 04° 13' 25" East, leaving said common line, for a distance of 221.84 feet to the **POINT OF BEGINNING** of the herein described centerline at the center of a vertical riser with blind flange;

THENCE South 86° 05' 18" West, for a distance of 596.46 feet to an angle point;

THENCE South 85° 09' 22" West, for a distance of 83.09 feet to an angle point;

THENCE North 23° 26' 48" West, for a distance of 16.64 feet to an angle point;

THENCE North 32° 46' 30" West, for a distance of 52.28 feet to an angle point; 7,854 square feet (0.1803 acres)

THENCE North 72° 53' 05" West, at a distance of 3.89 feet pass the east side of a circular flare site, being a 0.1803-acre surface site, as described in Exhibit "E-20 by metes and bounds and described in Exhibit "E-26" by plat prepared on even date, continuing for a total distance of 51.00 feet to the **TERMINAL POINT** at the center of six (6") inch flanges. Said line crossing said 70.488-acre tract for a distance of 799.47 feet or 48.45 rods.

Decision and Order

03 639 59

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying a scale factor of 0.9999894634.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 30, 2003

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Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-8
Rev: 0

Decision and Order

EXHIBIT "E-9"

03 639 60

TEPPCO
CENTERLINE DESCRIPTION
WILLIAM BLOODGOOD LEAGUE, A-4
CHAMBERS COUNTY, TEXAS
MONT BELVIEU BRINE FACILITY FRESH WATER LINE

A centerline description for a twelve (12") inch diameter water line on, over and across those certain called tracts of land being further described as a called 8-acre tract of land out of Lot 14 of the Joseph Fisher Estate Partition, recorded in Volume C, Page 222 of the Probate Minutes of Chambers County, Texas, as referred to in Exhibit A of Part I in item No. 10 (**Parcel 8**), a called 8-acre tract of land out of Lot 11 said Joseph Fisher Estate Partition, as referred to in Exhibit A of Part I in item No. 16 (**Parcel 12**), a called 8,619-acre tract of land out of Lot 10 said Joseph Fisher Estate Partition as referred to in Exhibit A of Part I in item No. 37 (**Parcel 21**), and a called 2.77-acre tract of land out of said Lot 10 referred to in Exhibit A of Part I in item No. 11 (**Parcel 11**) in a deed dated February 26, 1990, conveyed unto TE Products Pipeline Company, Limited Partnership, recorded in Volume 105, Page 300 of the Official Public Records of Chambers County, Texas and being situated in the William Bloodgood League, Abstract No. 4, in Chambers County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 1-inch galvanized iron pipe found at the northwest corner of said 8-acre tract out of Lot 14, being common with the northeast corner of a 3.57-acre tract of land as described by correction deed recorded in Volume 222, Page 254 of the Deed Records of Chambers County, Texas, from said commencement point monument "WA-01" bears South 83° 48' 35" East - 5,433.67 feet;

THENCE South 12° 54' 24" East, following the west line of said 8-acre tract out of Lot 14, being common with the east line of said 3.57-acre tract, for a distance of 75.29 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE South 88° 41' 21" East, for a distance of 73.81 feet to an angle point;

THENCE South 86° 36' 54" East, at a distance of 243.67 feet pass the east line of said called 8-acre tract out of Lot 14, being common with the west line of said 8-acre tract out of Lot 11, continuing in all for a total distance of 246.45 feet to an angle point;

THENCE South 84° 29' 50" East, for a distance of 140.14 feet to an angle point;

THENCE South 84° 27' 05" East, for a distance of 157.99 feet to an angle point;

THENCE South 89° 10' 18" East, for a distance of 165.70 feet to an angle point;

THENCE South 89° 35' 22" East, for a distance of 142.22 feet to an angle point;

THENCE North 88° 23' 20" East, for a distance of 47.43 feet to an angle point;

Decision and Order

03 639 61
THENCE North 79° 45' 41" East, for a distance of 145.82 feet to an angle point;

THENCE North 79° 51' 38" East, for a distance of 91.29 feet to an angle point;

THENCE North 77° 47' 18" East, for a distance of 148.16 feet to an angle point;

THENCE South 16° 20' 04" East, for a distance of 46.26 feet to an angle point;

THENCE North 64° 31' 11" East, for a distance of 236.20 feet to an angle point;

THENCE North 65° 03' 16" East, at a distance of 1.41 feet pass the east line of said 8-acre tract out of Lot 11, being common with the west line of said 8.619-acre tract out of Lot 10, continuing in all for a total distance of 132.27 feet to an angle point;

THENCE North 65° 02' 28" East, at a distance of 121.12 feet pass the north line of said 8.619-acre tract out of Lot 10, being common with the south line of said 2.77-acre tract out of Lot 10, continuing in all for a total for a distance of 187.32 feet to an angle point;

THENCE North 64° 12' 34" East, for a distance of 75.23 feet to an angle point;

THENCE North 15° 30' 23" West, for a distance of 143.31 feet to the **TERMINAL POINT** in a north interior line of said 2.77-acre tract out of Lot 10, being common with the south line of a 0.50-acre tract as referred to in Exhibit A of Part I in item No. 1 (Parcel 5) of said deed, said line crossing said tracts for a total distance of 2179.60 feet or 132.10 rods;

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into Mont Belvieu Subsidence Monitoring Network Reference Benchmark monument "WA-01". Having published geographic coordinates of Latitude = N 29° 50' 15.81373", Longitude = W 94° 53' 42.64844", (NAD 1983 DATUM) November 1996 Survey. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.999902856.

Decision and Order

03 639 62

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 31, 2003

Compiled by:
S Oliver & Associates, L.P.
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Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-9
Rev: 0

Decision and Order

EXHIBIT "E-10"

03 639 63

TEPPCO
CENTERLINE DESCRIPTION
WILLIAM BLOODGOOD LEAGUE, A-4
CHAMBERS COUNTY, TEXAS
MONT BELVIEU SOUTH TERMINAL FRESH WATER LINE

A centerline description for a twelve (12) inch diameter pipeline line on, over and across that certain called tract of land being further described as a called 2.77-acre tract of land out of said Lot 10 of the Joseph Fisher Estate Partition, recorded in Volume C, Page 222 of the Probate Minutes of Chambers County, Texas, referred to in Exhibit A of Part I in Item No. 11 (Parcel 11) in a deed dated February 26, 1990, conveyed unto TE Products Pipeline Company, Limited Partnership, recorded in Volume 105, Page 300 of the Official Public Records of Chambers County, Texas and being situated in the William Bloodgood League, Abstract No. 4, in Chambers County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at the northeast corner of said 2.77-acre tract out of Lot 10, also being the northwest corner of the a 0.500-acre tract out of said Lot 10 as referred to in Exhibit A of Part I in item No. 1 (Parcel 5) of said deed, from said point a ½-inch iron rod bears South 76° 09' 22" West a distance of 1.16 feet, from said commencement point monument "WA-01" bears South 74° 24' 45" East - 3,472.80 feet;

THENCE South 77° 37' 56" West, following the northeasterly interior line of said 2.77-acre tract out of Lot 10, being common with the south line of said 0.50-acre tract out of Lot 10 for a distance of 155.12 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE South 12° 07' 22" East, for a distance of 29.02 feet to an angle point;

THENCE North 79° 14' 47" East, for a distance of 83.47 feet to an angle point;

THENCE North 78° 08' 42" East, for a distance of 68.88 feet to the **TERMINAL POINT** in the east line of said 2.77-acre tract out of Lot 10, being common with the west right of way line of Southern Pacific Railroad (100' in width), said line crossing the said 2.77-acre tract for a total distance of 181.37 feet or 10.99 rods;

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into Mont Belvieu Subsidence Monitoring Network Reference Benchmark monument "WA-01". Having published geographic coordinates of Latitude = N 29° 50' 15.81373", Longitude = W 94° 53' 42.64844", (NAD 1983 DATUM) November 1996 Survey. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.999902856.

Decision and Order

03 639 64
This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 31, 2003

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Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File:EXHIBIT-E-10
Rev:0

Decision and Order

EXHIBIT "E-11"

03 639 65

TEPPCO
CENTERLINE DESCRIPTION
WILLIAM BLOODGOOD LEAGUE, A-4
CHAMBERS COUNTY, TEXAS
POWER LINE

A centerline description for a power line on, over and across those certain called tracts of land being further described as a called 8-acre tract of land out of Lot 14 of the Joseph Fisher Estate Partition, recorded in Volume C, Page 222 of the Probate Minutes of Chambers County, Texas, as referred to in Exhibit A of Part I in item No. 10 (**Parcel 8**), a called 8-acre tract of land out of Lot 11 said Joseph Fisher Estate Partition, as referred to in Exhibit A of Part I in item No. 16 (**Parcel 12**), and a called 2.77-acre tract of land out of said Lot 10 referred to in Exhibit A of Part I in item No. 11 (**Parcel 11**) in a deed dated February 26, 1990, conveyed unto TE Products Pipeline Company, Limited Partnership, recorded in Volume 105, Page 300 of the Official Public Records of Chambers County, Texas and being situated in the William Bloodgood League, Abstract No. 4, in Chambers County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 1-inch galvanized iron pipe found at the northwest corner of said 8-acre tract out of Lot 14, being common with the northeast corner of a 3.57-acre tract of land as described by correction deed recorded in Volume 222, Page 254 of the Deed Records of Chambers County, Texas, from said commencement point monument "WA-01" bears South 83° 48' 35" East - 5,433.67 feet;

South 12° 54' 24" East, following the west line of said 8-acre tract out of Lot 14, being common with the east line of said 3.57-acre tract, for a distance of 157.38 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE South 74° 46' 31" East, for a distance of 50.86 feet to an angle point;

THENCE North 78° 00' 24" East, at a distance of 260.62 feet pass the east line of said 8-acre tract out of Lot 14, being common with the west line of said 8-acre tract out of Lot 11, at a distance of 1513.13 feet pass the east line of said 8-acre tract out of Lot 11, being common with the west line of said 2.77-acre tract out of Lot 10, continuing in all for a total distance of 1517.03 feet to an angle point;

THENCE North 53° 48' 29" East, for a distance of 310.09 feet to an angle point;

THENCE North 26° 33' 55" East, for a distance of 36.88 feet to the **TERMINAL POINT** in a north interior line of said 2.77-acre tract out of Lot 10, being common with the west line of a 0.50-acre tract as referred to in Exhibit A of Part I in item No. 1 (**Parcel 5**) of said deed, said line crossing said tracts for a total distance of 1914.86 feet or 116.05 rods;

Decision and Order

03 639 66

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into Mont Belvieu Subsidence Monitoring Network Reference Benchmark monument "WA-01". Having published geographic coordinates of Latitude = N 29° 50' 15.81373", Longitude = W 94° 53' 42.64844", (NAD 1983 DATUM) November 1996 Survey. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.999902856.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 31, 2003

Compiled by:
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Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-11
Rev: 0

Decision and Order

EXHIBIT "E-12"

03 639 67

TEPPCO
CENTERLINE DESCRIPTION
WILLIAM BLOODGOOD LEAGUE, A-4
CHAMBERS COUNTY, TEXAS
BRINE PIPELINE & FLARE LINE

A centerline description for a twenty (20") inch diameter pipeline and two (2) inch diameter flare line on, over and across those certain called tracts of land being further described as a called 8-acre tract of land out of Lot 14 of the Joseph Fisher Estate Partition, recorded in Volume C, Page 222 of the Probate Minutes of Chambers County, Texas, as referred to in Exhibit A of Part I in item No. 10 (Parcel 8), a called 8-acre tract of land out of Lot 11 said Joseph Fisher Estate Partition, as referred to in Exhibit A of Part I in item No. 16 (Parcel 12), a called 8.619-acre tract of land out of Lot 10 said Joseph Fisher Estate Partition as referred to in Exhibit A of Part I in item No. 37 (Parcel 21), and a called 2.77-acre tract of land out of said Lot 10 referred to in Exhibit A of Part I in item No. 11 (Parcel 11) in a deed dated February 26, 1990, conveyed unto TE Products Pipeline Company, Limited Partnership, recorded in Volume 105, Page 300 of the Official Public Records of Chambers County, Texas and being situated in the William Bloodgood League, Abstract No. 4, in Chambers County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 1-inch galvanized iron pipe found at the northwest corner of said 8-acre tract out of Lot 14, being common with the northeast corner of a 3.57-acre tract of land as described by correction deed recorded in Volume 222, Page 254 of the Deed Records of Chambers County, Texas, from said commencement point monument "WA-01" bears South 83° 48' 35" East - 5,433.67 feet;

THENCE South 12° 54' 24" East, following the west line of said 8-acre tract out of Lot 14, being common with the east line of said 3.57-acre tract, for a distance of 90.51 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE South 87° 00' 59" East, for a distance of 71.36 feet to an angle point;

THENCE South 86° 55' 50" East, for a distance of 242.06 feet to an angle point;

THENCE South 85° 34' 00" East, at a distance of 4.29 feet pass the east line of said called 8-acre tract out of Lot 14, being common with the west line of said 8-acre tract out of Lot 11, continuing in all for a total distance of 145.40 feet to an angle point;

THENCE South 85° 48' 10" East, for a distance of 157.04 feet to an angle point;

THENCE South 87° 36' 38" East, for a distance of 179.67 feet to an angle point;

THENCE South 88° 23' 23" East, for a distance of 129.09 feet to an angle point;

THENCE North 89° 35' 14" East, for a distance of 49.42 feet to an angle point;

Decision and Order

03 639 68

THENCE North 78° 02' 08" East, for a distance of 370.33 feet to an angle point;

THENCE South 26° 59' 38" East, for a distance of 55.94 feet to an angle point;

THENCE North 62° 57' 55" East, at a distance of 243.06 feet pass the east line of said 8-acre tract out of Lot 11, being common with the west line of said 8.619-acre tract out of Lot 10, continuing in all for a total distance of 245.87 feet to an angle point;

THENCE North 63° 38' 14" East, for a distance of 131.18 feet to an angle point;

THENCE North 64° 02' 35" East, at a distance of 146.64 feet pass the north line of said 8.619-acre tract out of Lot 10, being common with the south line of said 2.77-acre tract out of Lot 10, continuing in all for a total for a distance of 187.53 feet to an angle point;

THENCE North 65° 07' 01" East, for a distance of 62.23 feet to an angle point;

THENCE North 13° 19' 03" West, for a distance of 130.27 feet to an angle point;

THENCE North 77° 49' 32" East, for a distance of 85.69 feet to an angle point;

THENCE North 77° 48' 03" East, for a distance of 65.38 to the **TERMINAL POINT** in the east line of said 2.77-acre tract out of Lot 10, being common with the west right of way line of Southern Pacific Railroad (100' in width), said line crossing the said tracts for a total distance of 2308.46 feet of 139.91 rods;

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into Mont Belvieu Subsidence Monitoring Network Reference Benchmark monument "WA-01". Having published geographic coordinates of Latitude = N 29° 50' 15.81373", Longitude = W 94° 53' 42.64844", (NAD 1983 DATUM) November 1996 Survey. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.999902856.

Decision and Order

03 639 69

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 31, 2003

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Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-12
Rev: 0

Decision and Order

EXHIBIT "E-13"**TEPPCO
CENTERLINE DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
PIPELINE P-5-BAYTOWN**

03 639 70

A centerline description for an eight (8") inch diameter pipeline on, over and through a portion of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 5/8-inch iron rod found for a northwesterly corner of said 70.488-acre tract, said corner bears North 45° 29' 22" East - 113.83 feet from the northwest corner of said 70.488-acre tract, said corner also being a southerly corner of a remainder of a 124.81-acre tract as described by deed recorded in Volume 1683, Page 706 of the Deed Records of Harris County, Texas, from said commencement point NGS monument "HGCSD 33" bears North 09° 31' 16" West - 6288.75 feet;

THENCE South 45° 29' 22" West, following a northwesterly line of said 70.488-acre tract, being common with a southwesterly line of said remainder of a 124.81-acre tract, for a distance of 113.83 feet to a point for the northwest corner of said 70.488-acre tract, said point being on a northeasterly line of an 8.93-acre tract as described by deed recorded in Volume 1163, Page 576 of the Deed Records of Harris County, Texas, said northeasterly line being a non-tangent curve to the left having a radius of 397.94 feet;

THENCE a chord bearing of South 36° 16' 08" East, a chord distance of 168.23 feet following a westerly line of said 70.488-acre tract, being common with a northeasterly line of said 8.931-acre tract, for a distance along the arc of said curve 169.50 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE North 66° 30' 07" East, leaving said common line, for a distance of 87.35 feet to an angle point;

THENCE North 64° 40' 07" East, for a distance of 83.59 feet to an angle point;

THENCE North 86° 50' 37" East, for a distance of 218.42 feet to an angle point;

THENCE North 87° 01' 05" East, for a distance of 388.03 feet to an angle point;

THENCE South 47° 40' 36" East, for a distance of 116.46 feet to an angle point;

THENCE North 86° 58' 33" East, at a distance of 42.90 feet, passing the west line of a 0.0372-acre surface site, said site described in Exhibit "E-21" by metes and bounds and described in Exhibit "E-28" by plat prepared on even date,

Decision and Order

03 639 71
continuing for a total distance of 68.07 feet to the **TERMINAL POINT** at the center of the bypass tee. Said line crossing said 70.488-acre tract for a distance of 961.92 feet or 58.30 rods.

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.9999894634.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 30, 2003

Compiled by:
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Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-13
Rev: 0

Decision and Order

EXHIBIT "E-14"

03 639 72

**TEPPCO
CENTERLINE DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
PIPELINE P-7-BAYTOWN**

A centerline description for a six (6) inch diameter pipeline on, over and through a portion of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 5/8-inch iron rod found for a northwesterly corner said 70.488-acre tract, said corner bears North 45° 29' 22" East - 113.83 feet from the northwest corner of said 70.488-acre tract, said corner also being a southerly corner of a remainder of a 124.81-acre tract as described by deed recorded in Volume 1683, Page 706 of the Deed Records of Harris County, Texas, from said commencement point NGS monument "HGCS D 33" bears North 09° 31' 16" West - 6288.75 feet;

THENCE South 45° 29' 22" West, following a northwesterly line of the said 70.488-acre tract, being common with a southwesterly line of said remainder of a 124.81-acre tract, for a distance of 113.83 feet to a point for the northwest corner of said 70.488-acre tract, said point being on a northeasterly line of an 8.93-acre tract as described by deed recorded in Volume 1163, Page 576 of the Deed Records of Harris County, Texas, said northeasterly line being a non-tangent curve to the left having a radius of 397.94 feet;

THENCE a chord bearing of South 18° 07' 25" East, a chord distance of 402.12 feet following a westerly line of said 70.488-acre tract, being common with a northeasterly line of said 8.931-acre tract, for a distance along the arc of said curve 421.56 feet to a point;

THENCE South 12° 13' 28" West, following said common line, for a distance of 874.57 feet to a point for the southwest corner of said 70.488-acre tract;

THENCE North 86° 54' 01" East, following the south line of said 70.488-acre tract, being common with the north line of a 13.895-acre tract as described by deed recorded in Volume 7802, Page 90 of the Deed Records of Harris County, Texas, for a distance of 1191.24 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE North 03° 08' 02" West, leaving said common line, for a distance of 417.89 feet to an angle point;

THENCE North 03° 13' 53" West, for a distance of 198.89 feet to an angle point;

THENCE North 50° 16' 49" West, for a distance of 95.53 feet to an angle point;

Decision and Order

THENCE North 71° 42' 46" West, for a distance of 48.68 feet to an angle point; 03' 639 73

THENCE North 32° 02' 14" West, for a distance of 30.34 feet to an angle point;

THENCE North 20° 49' 22" East, for a distance of 39.95 feet to an angle point;

THENCE North 86° 40' 33" East, at a distance of 0.43 feet, passing the west line of a 0.5003-acre surface site, said site described in Exhibit "E-22" by metes and bounds and described in Exhibit "E-29" by plat prepared on even date, for a total distance of 32.14 feet to the **TERMINAL POINT** at the center of the manifold tee. Said line crossing said 70.488-acre tract for a distance of 863.42 feet or 52.33 rods.

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.9999894634.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 30, 2003

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File: EXHIBIT-E-14
Rev: 0

Decision and Order

EXHIBIT "E-15"

03 639 74

TEPPCO
CENTERLINE DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
PIPELINE P-11-BAYTOWN

A centerline description for a twelve (12") inch diameter pipeline on, over and through a portion of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 2-inch iron pipe found for a northeasterly corner of said 70.488-acre tract, said corner also being on the southwest right of way line of State Highway No. Spur 330, also known as Decker Drive (varying in width), said 2-inch iron pipe bears South 45° 48' 44" East - 294.23 feet from the north corner of said 70.488-acre tract, from said commencement point NGS monument "HGCSO 33" bears North 22° 12' 25" West - 6,385.84 feet;

THENCE South 52° 09' 30" East, following a northeasterly line of said 70.488-acre tract, being common with the southwest right of way line of said Spur 330, for a distance of 148.96 feet to a point;

THENCE South 44° 02' 44" East, following said common line, for a distance of 124.48 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE South 54° 29' 35" West, leaving said common line, for a distance of 159.13 feet to an angle point;

THENCE South 87° 31' 10" West, for a distance of 197.39 feet to an angle point;

THENCE South 85° 58' 14" West, for a distance of 114.13 feet to an angle point;

THENCE South 82° 05' 45" West, for a distance of 216.60 feet to an angle point;

THENCE South 79° 03' 05" West, for a distance of 37.78 feet to an angle point;

THENCE South 82° 54' 33" West, for a distance of 81.53 feet to an angle point;

THENCE South 39° 10' 54" West, for a distance of 38.85 feet to an angle point;

THENCE South 00° 20' 58" East, for a distance of 66.01 feet to an angle point;

THENCE South 24° 22' 04" East, for a distance of 16.62 feet to an angle point;

Decision and Order

03 639 75

THENCE South 50° 50' 43" East, for a distance of 27.49 feet to an angle point;

THENCE South 65° 10' 59" East, for a distance of 17.00 feet to an angle point;

THENCE North 87° 21' 42" East, at a distance of 43.72 feet passing the west line of a 0.0372-acre surface site, as described in Exhibit "E-21" by metes and bounds and described in Exhibit "E-27" by plat prepared on even date, continuing for a total distance of 57.17 feet to the **TERMINAL POINT** at the center of the bypass tee. Said line crossing said 70.488-acre tract for a total distance of 1,029.70 feet or 62.41 rods.

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.9999894634.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 30, 2003

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Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-15
Rev: 0

Decision and Order

EXHIBIT "E-16"

03 639 76

TEPPCO
CENTERLINE DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
PIPELINE P-12-BAYTOWN

A centerline description for a ten (10") inch diameter pipeline on, over and through a portion of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 2-inch iron pipe found for a northeasterly corner of said 70.488-acre tract, said corner also being on the southwest right of way line of State Highway No. Spur 330, also known as Decker Drive (varying in width), said 2-inch iron pipe bears South 45° 48' 44" East - 294.23 feet from the north corner of said 70.488-acre tract, from said commencement point NGS monument "HGCSO 33" bears North 22° 12' 25" West - 6,385.84 feet;

THENCE South 52° 09' 30" East, following a northeasterly line of said 70.488-acre tract, being common with the southwest right of way line of said Spur 330, for a distance of 148.96 feet to a point;

THENCE South 44° 02' 44" East, following said common line, for a distance of 186.25 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE South 55° 21' 09" West, leaving said common line, for a distance of 82.67 feet to an angle point;

THENCE South 37° 15' 26" West, for a distance of 82.50 feet to an angle point;

THENCE South 39° 03' 14" West, for a distance of 233.27 feet to an angle point;

THENCE South 03° 10' 43" East, for a distance of 190.26 feet to an angle point;

THENCE South 49° 13' 01" West, for a distance of 139.61 feet to an angle point;

THENCE South 87° 39' 07" West, at a distance of 132.59 feet passing the east line of a 0.5003-acre surface site, as described in Exhibit "E-22" by metes and bounds and described in Exhibit "E-29" by plat prepared on even date, continuing for a total distance of 167.78 feet to the **TERMINAL POINT** at the center of the manifold tee. Said line crossing said 70.488-acre tract for a total distance of 896.09 feet or 54.31 rods.

Decision and Order

03 639 77

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.9999894634.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 25, 2003

Compiled by:
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Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-16
Rev:0

Decision and Order

EXHIBIT "E-17"

03 639 78

TEPPCO
CENTERLINE DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
PIPELINE P-13-BAYTOWN

A centerline description for a twelve (12") inch diameter pipeline on, over and through a portion of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 2-inch iron pipe found for a northeasterly corner of said 70.488-acre tract, said corner also being on the southwest right of way line of State Highway No. Spur 330, also known as Decker Drive (varying in width), said 2-inch iron pipe bears South 45° 48' 44" East - 294.23 feet from the north corner of said 70.488-acre tract, from said commencement point NGS monument "HGCSD 33" bears North 22° 12' 25" West - 6,385.84 feet;

THENCE South 52° 09' 30" East, following a northeasterly line of said 70.488-acre tract, being common with the southwest right of way line of said Spur 330, for a distance of 148.96 feet to a point;

THENCE South 44° 02' 44" East, following said common line, for a distance of 182.07 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE South 55° 19' 32" West, leaving said common line, for a distance of 74.17 feet to an angle point;

THENCE South 28° 31' 53" West, for a distance of 123.08 feet to an angle point;

THENCE South 31° 49' 51" West, for a distance of 209.67 feet to an angle point;

THENCE South 03° 18' 48" East, for a distance of 197.80 feet to an angle point;

THENCE South 52° 43' 25" West, for a distance of 114.98 feet to an angle point;

THENCE South 85° 33' 16" West, at a distance of 143.24 feet passing the east line of a 0.5003-acre surface site, as described in Exhibit "E-22" by metes and bounds and described in Exhibit "E-29" by plat prepared on even date, continuing in all for a total distance of 158.74 feet to the **TERMINAL POINT** at the center of the manifold tee. Said line crossing said 70.488-acre tract for a total distance of 878.44 feet or 53.24 rods.

Decision and Order

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.9999894634.

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This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

79

July 30, 2003

Compiled by:
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Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-17
Rev: 0

Decision and Order

EXHIBIT "E-18"

03 639 80

TEPPCO
CENTERLINE DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
PIPELINE P-94-BAYTOWN

A centerline description for a six (6) inch diameter pipeline on, over and through a portion of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 5/8-inch iron rod found for a northwesterly corner of said 70.488-acre tract, said corner bears North 45° 29' 22" East - 113.83 feet from the northwest corner of said 70.488-acre tract, said corner also being a southerly corner of a remainder of a 124.81-acre tract as described by deed recorded in Volume 1683, Page 706 of the Deed Records of Harris County, Texas, from said commencement point NGS monument "HGCS D 33" bears North 09° 31' 16" West - 6288.75 feet;

THENCE South 45° 29' 22" West, following a northwesterly line of said 70.488-acre tract, being common with a southwesterly line of said remainder of a 124.81-acre tract, for a distance of 113.83 feet to a point for the northwest corner of said 70.488-acre tract, said point being on a northeasterly line of an 8.93-acre tract as described by deed recorded in Volume 1163, Page 576 of the Deed Records of Harris County, Texas, said northeasterly line being a non-tangent curve to the left having a radius of 397.94 feet;

THENCE a chord bearing of South 18° 07' 25" East, a chord distance of 402.12 feet following a westerly line of said 70.488-acre tract, being common with a northeasterly line of said 8.931-acre tract, for a distance along the arc of said curve 421.56 feet to a point;

THENCE South 12° 13' 28" West, following said common line, for a distance of 874.57 feet to a point for the southwest corner of said 70.488-acre tract;

THENCE North 86° 54' 01" East, following the south line of said 70.488-acre tract, being common with the north line of a 13.895-acre tract as described by deed recorded in Volume 7802, Page 90 of the Deed Records of Harris County, Texas, for a distance of 1181.85 feet to the **POINT OF BEGINNING** of the herein described centerline;

THENCE North 02° 56' 55" West, for a distance of 407.33 feet to an angle point;

THENCE North 02° 44' 35" West, at a distance of 285.76 feet, passing the south line of a 0.5003-acre surface site, said site described in Exhibit "E-22" by metes and bounds and described in Exhibit "E-29" by plat prepared on even date, for a total distance of 306.82 feet to an angle point;

Decision and Order

THENCE South 87° 47' 54" West, for a distance of 75.88 feet to an angle point

THENCE North 02° 46' 28" West, for a distance of 10.77 feet to the **TERMINAL POINT** at the manifold side of the face of flange of a 6-inch valve no. 248. Said line crossing said 70.488-acre tract for a distance of 800.80 feet or 48.53 rods.

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.9999894634.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 30, 2003

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Registered Professional Land Surveyor No. 5490

File:EXHIBIT-E-18
Rev:0

Decision and Order

EXHIBIT "E-20"

03 639 82

TEPPCO
METES AND BOUNDS DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
LPG FLARE SITE – BAYTOWN TERMINAL

A metes and bounds description for a Surface Site containing 7,854 square feet (0.1803 acres) of land being out of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said Surface Site being more particularly described as follows:

COMMENCING FOR REFERENCE at a 5/8-inch iron rod found for a northwesterly corner of said 70.488-acre tract, said corner bears North 45° 29' 22" East - 113.83 feet from the northwest corner of said 70.488-acre tract, said corner also being a southerly corner of a remainder of a 124.81-acre tract as described by deed recorded in Volume 1683, Page 706 of the Deed Records of Harris County, Texas, from said commencement point NGS monument "HGCSD 33" bears North 09° 31' 16" West – 6,288.75 feet;

THENCE North 85° 46' 35" East, following a northerly line of said 70.488-acre tract, being common with the southerly line of said remainder of a 124.81-acre tract, for a distance of 142.76 feet to a point;

THENCE South 04° 13' 25" East, for a distance of 156.44 feet to the **POINT OF BEGINNING** herein described site, said point being on the line of a circular site having a radius of 50.00 feet, a radius bearing of North 74° 39' 17" West and a central angle of 360°00'00", said point being the intersection said site line with a six (6") inch flare line as described in Exhibit "E-28" by centerline description;

THENCE along said circular site line, being a curve to the right, an arc length (circumference) of 314.16 feet to the **POINT OF BEGINNING** and containing 7,854 square feet (0.1803 acres) of land, more or less.

The above described site shown on plat attached hereto as Exhibit "E-26".

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.9999894634.

Decision and Order

EXHIBIT "E-19"

03 639 83

TEPPCO
CENTERLINE DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
TERMINAL PIPING FROM P-5, P-11 SCRAPER TRAP
TO LPG MANIFOLD

A centerline description for an eight (8") inch diameter pipeline on, over and through a portion of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 5/8-inch iron rod found for a northwesterly corner of said 70.488-acre tract, said corner bears North 45° 29' 22" East - 113.83 feet from the northwest corner of said 70.488-acre tract, said corner also being a southerly corner of a remainder of a 124.81-acre tract as described by deed recorded in Volume 1683, Page 706 of the Deed Records of Harris County, Texas, from said commencement point NGS monument "HGCSD 33" bears North 09° 31' 16" West - 6,288.75 feet;

THENCE North 85° 46' 35" East, following a northerly line of said 70.488-acre tract, being common with the southerly line of said remainder of a 124.81-acre tract, for a distance of 918.35 feet to a point;

THENCE South 04° 13' 25" East, leaving said common line, a distance of 260.32 feet to the center of the bypass tee and the **POINT OF BEGINNING** of the herein described centerline, said point being in a 0.0372-acre surface site, as described in Exhibit "E-21" by metes and bounds and described in Exhibit "E-27" by plat prepared on even date;

THENCE South 87° 26' 14" West, at a distance of 26.76 feet passing the west line of said 0.0372-acre surface site, continuing in all for a total distance of 64.33 feet to an angle point;

THENCE South 03° 40' 02" East, for a distance of 40.97 feet to an angle point;

THENCE South 51° 58' 04" East, for a distance of 100.89 feet to an angle point;

THENCE South 00° 31' 16" East, for a distance of 118.64 feet to an angle point;

THENCE South 06° 23' 10" West, a distance of 42.01 feet to a point on the north line of a 0.5003-acre surface site, as described in Exhibit "E-22" by metes and bounds and described in Exhibit "E-29" by plat prepared on even date;

THENCE South 13° 46' 40" West, entering said site, for a distance of 17.89 feet to an angle point;

Decision and Order

THENCE South 85° 45' 36" West, for a distance of 21.15 feet to an angle point;

THENCE North 86° 58' 33" East, for a distance of 4.49 feet to the **TERMINAL POINT** at the manifold side of the face of flange of a 6-Inch valve no. 330. Said line crossing said 70.488-acre tract for a total distance of 410.37 feet or 24.87 rods.

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.9999894634.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 30, 2003

Compiled by:
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Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-19
Rev: 0

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639
84

Decision and Order

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

A survey plat of even date accompanies this description.

July 30, 2003

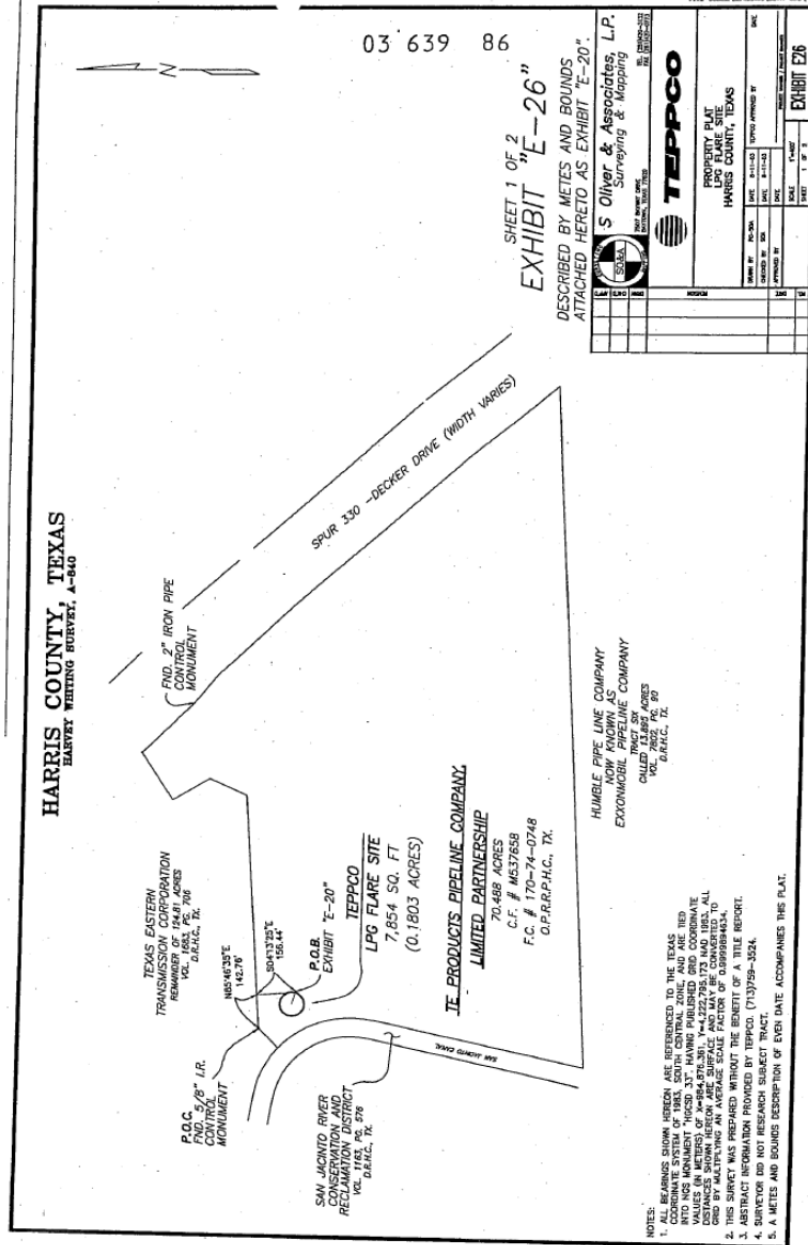
Compiled by:
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Registered Professional Land Surveyor No. 5490

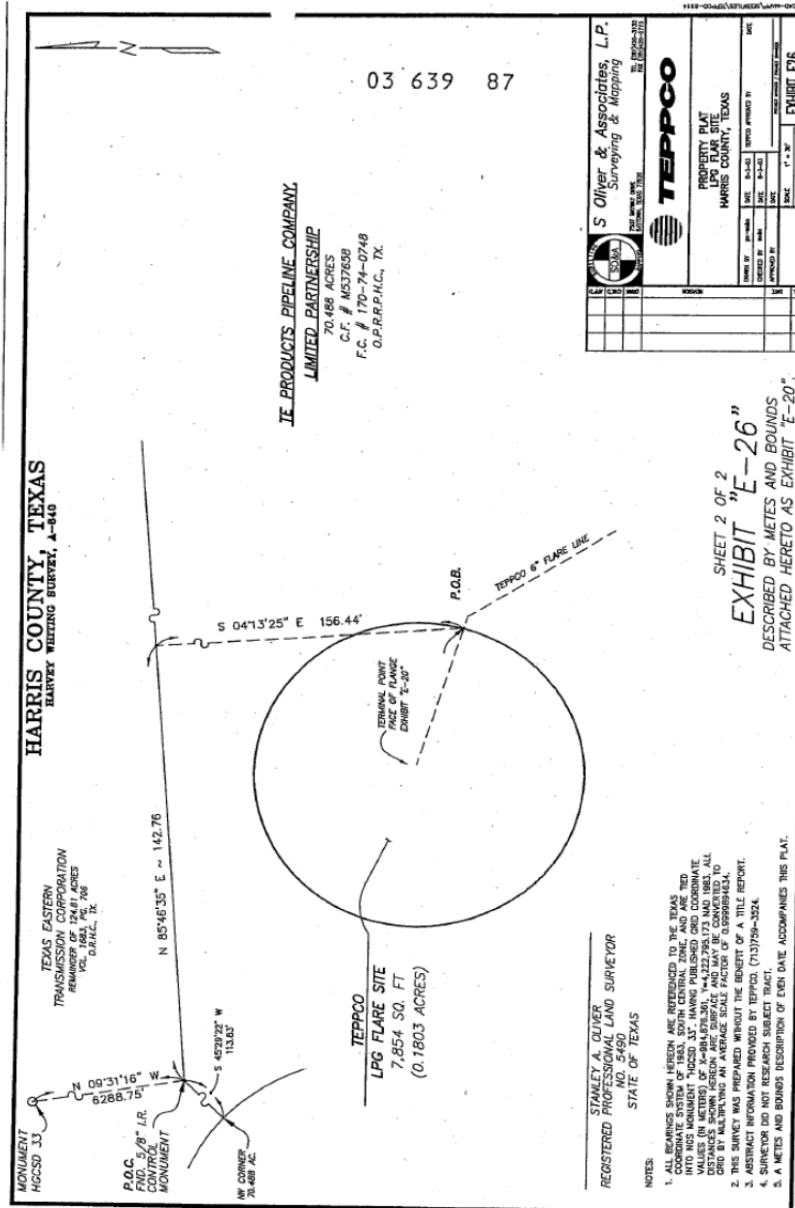
File:EXHIBIT-E-20
Rev:0

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85

Decision and Order



Decision and Order



Decision and Order

EXHIBIT "E-21"

03 639 88

TEPPCO
METES AND BOUNDS DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
P-5, P-11 SCRAPER TRAP SITE – BAYTOWN TERMINAL

A metes and bounds description for a Surface Site containing 1,621 square feet (0.0372 acres) of land being out of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said Surface Site being more particularly described as follows:

COMMENCING FOR REFERENCE at a 5/8-inch iron rod found for a northwesterly corner of said 70.488-acre tract, said corner bears North 45° 29' 22" East - 113.83 feet from the northwest corner of said 70.488-acre tract, said corner also being a southerly corner of a remainder of a 124.81-acre tract as described by deed recorded in Volume 1683, Page 706 of the Deed Records of Harris County, Texas, from said commencement point NGS monument "HGCSD 33" bears North 09° 31' 16" West - 6,288.75 feet;

THENCE North 85° 46' 35" East, following a northerly line of said 70.488-acre tract, being common with the southerly line of said remainder of a 124.81-acre tract, for a distance of 892.28 feet to a point;

THENCE South 04° 13' 25" East, leaving said common line, for a distance of 250.18 feet to the **POINT OF BEGINNING** and the northwest corner of the herein described site;

THENCE North 86° 58' 33" East, for a distance of 33.30 feet to a point for the northeast corner of said site;

THENCE South 03° 01' 27" East, for a distance of 48.69 feet to a point for the southeast corner of said site;

THENCE South 86° 58' 33" West, for a distance of 33.30 feet to a point for the southwest corner of said site;

THENCE North 03° 01' 27" West, for a distance of 48.69 feet to **POINT OF BEGINNING** and containing 1,621 square feet (0.0372 acres) of land, more or less.

Decision and Order

The above described site shown on plat attached hereto as Exhibit "E-27".

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.9999894634.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

A survey plat of even date accompanies this description.

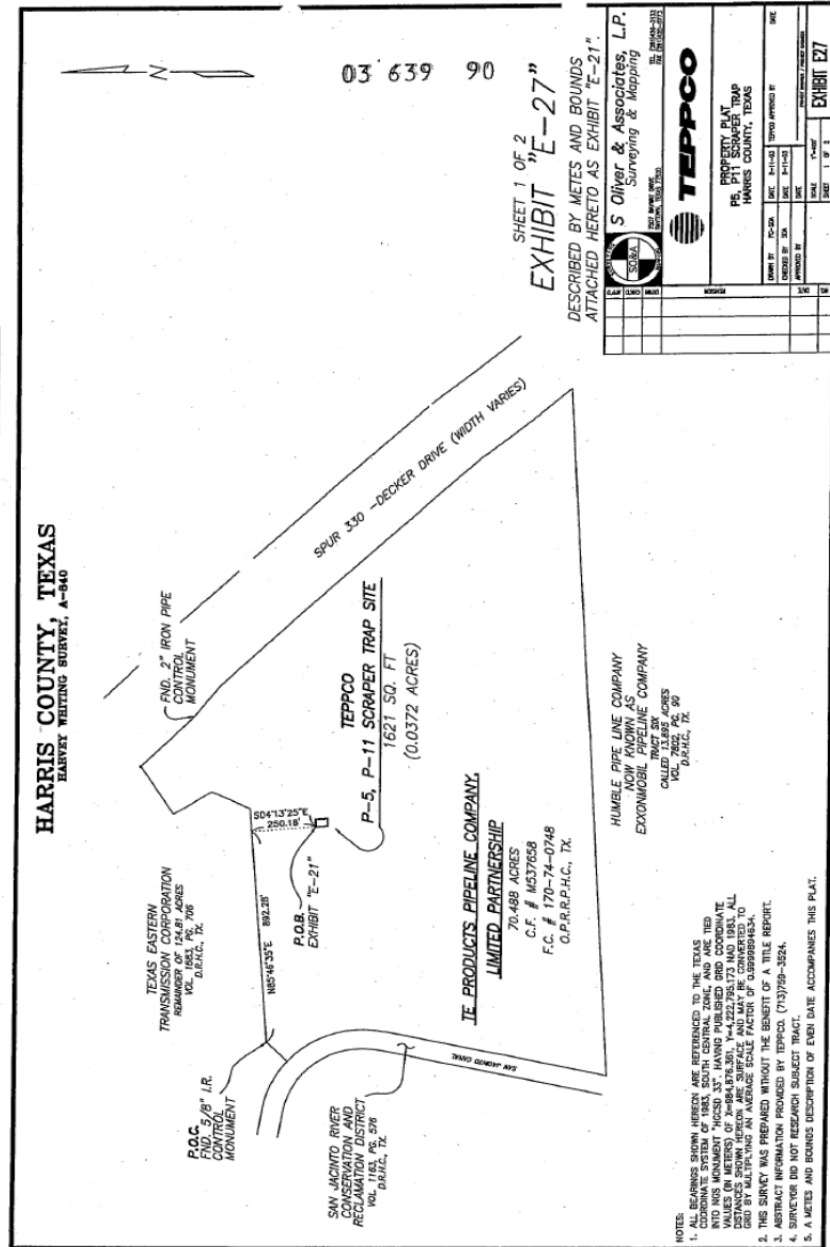
July 30, 2003

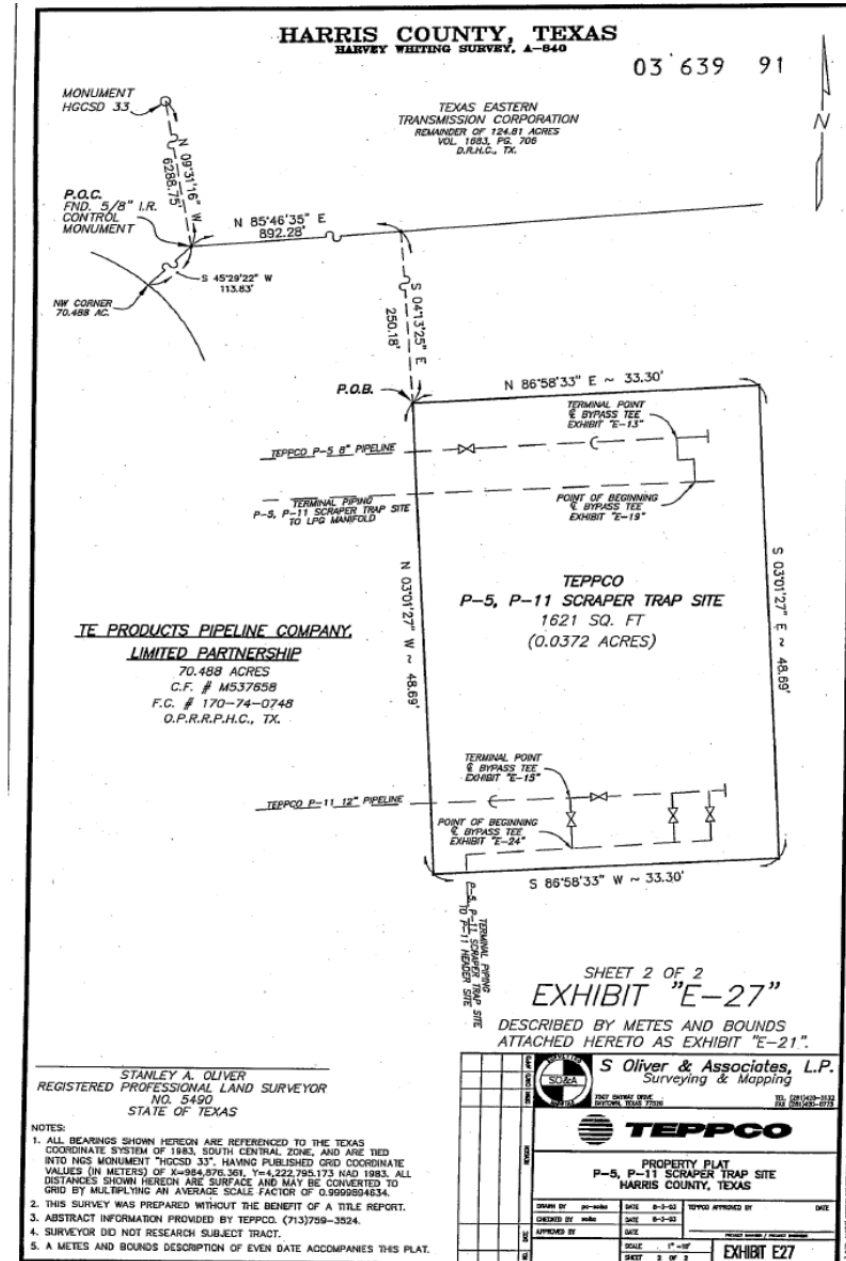
Compiled by:
S Oliver & Associates, L.P.
7507 Bayway Drive
Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-21
Rev:0

Decision and Order





Decision and Order

EXHIBIT "E-22"

03 639 92

TEPPCO
METES AND BOUNDS DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
LPG MANIFOLD SITE – BAYTOWN TERMINAL

A metes and bounds description for a Surface Site containing 21,791 square feet (0.5003 acres) of land being out of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said Surface Site being more particularly described as follows:

COMMENCING FOR REFERENCE at a 5/8-inch iron rod found for a northwesterly corner of said 70.488-acre tract, said corner bears North 45° 29' 22" East - 113.83 feet from the northwest corner of said 70.488-acre tract, said corner also being a southerly corner of a remainder of a 124.81-acre tract as described by deed recorded in Volume 1683, Page 706 of the Deed Records of Harris County, Texas, from said commencement point NGS monument "HGCS D 33" bears North 09° 31' 16" West – 6,288.75 feet;

THENCE North 85° 46' 35" East, following a northerly line of said 70.488-acre tract, being common with the southerly line of said remainder of a 124.81-acre tract, for a distance of 854.98 feet to a point;

THENCE South 04° 13' 25" East, leaving said common line, for a distance of 525.27 feet to the **POINT OF BEGINNING** and the northwest corner of the herein described site;

THENCE North 87° 19' 28" East, for a distance of 230.96 feet to a point for the northeast corner of said site;

THENCE South 02° 40' 32" East, for a distance of 94.35 feet to a point for the southeast corner of said site;

THENCE South 87° 19' 38" West, for a distance of 230.96 feet to a point for the southwest corner of said site;

THENCE North 02° 40' 32" West, for a distance of 94.35 feet to the **POINT OF BEGINNING** and containing 21,791 square feet (0.5003 acres) of land, more or less.

Decision and Order

The above described site shown on plat attached hereto as Exhibit "E-29".

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.9999894634.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

A survey plat of even date accompanies this description.

July 30, 2003

Compiled by:
S Oliver & Associates, L.P.
7507 Bayway Drive
Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-22
Rev: 0

HARRIS COUNTY, TEXAS DAVID WHITING SURVEY, A-940

SPUR 530-DECKER DRIVE (WIDTH VARIES)

END. 2" IRON PIPE CONTROL MONUMENT

TEPPCO
LPC MANIFOLD SITE
21,791 SQ. FT.
(0.5003 ACRES)

P.O.B. "E-22"

P.O.C. "E-22" L.R. CONTROL MONUMENT

TEXAS EASTERN TRANSMISSION CORPORATION
REMAINDER OF 124.81 ACRES
VOL. 116, PG. 578
D.R.A.C. TX.

SAN JACINTO RIVER

P.O.C. "E-22" L.R. CONTROL MONUMENT
VOL. 116, PG. 578
D.R.A.C. TX.

BEARING: N85°46'35"E DISTANCE: 854.08'

BEARING: S04°13'25"E DISTANCE: 525.27'

TE PRODUCTS PIPELINE COMPANY,
LIMITED PARTNERSHIP

70.488 ACRES
C.F. # 4537658
F.C. # 170-74-0748
D.F.R.P.H.C., TX.

HUMBLE PIPE LINE COMPANY
NOW KNOWN AS
EXXONMOBIL PIPELINE COMPANY

TRACT SIX ACRES
CALL 7822 PG. 88
D.R.A.C. TX.

NOTES:

1. ALL BEARINGS SHOWN HEREON ARE REFERENCED TO THE TEXAS COORDINATE SYSTEM OF 1883, SOUTH CENTRAL ZONE, AND ARE TIED INTO THE MONUMENT THENCE 33' HAVING PUBLISHED GRID COORDINATE DATA FOR THE MONUMENT. THE MONUMENT IS A 33' X 33' RECTANGLE, THE BEARINGS SHOWN HEREON ARE 3.067422 AND MAY BE CONVERTED TO THE GRID BY MULTIPLYING AN AVERAGE SCALE FACTOR OF 0.9999989454.
2. THIS SURVEY WAS PREPARED WITHOUT THE BENEFIT OF A TITLE REPORT.
3. ABSTRACT INFORMATION PROVIDED BY TEPPCO. (713)795-3524.
4. A METES AND BOUNDS DESCRIPTION OF THE SURVEY SUBJECT TRACT.
5. A METES AND BOUNDS DESCRIPTION OF EVEN DATE ACCOMPANIES THIS PLAT.

03 639 94

SHEET 1 OF 2
EXHIBIT "E-29"

DESCRIBED BY METES AND BOUNDS
ATTACHED HERETO AS EXHIBIT "E-22"

S Oliver & Associates, L.P.
Surveying & Mapping
10000 W. 10th St.
Suite 100
Dallas, Texas 75243
(214) 341-1111

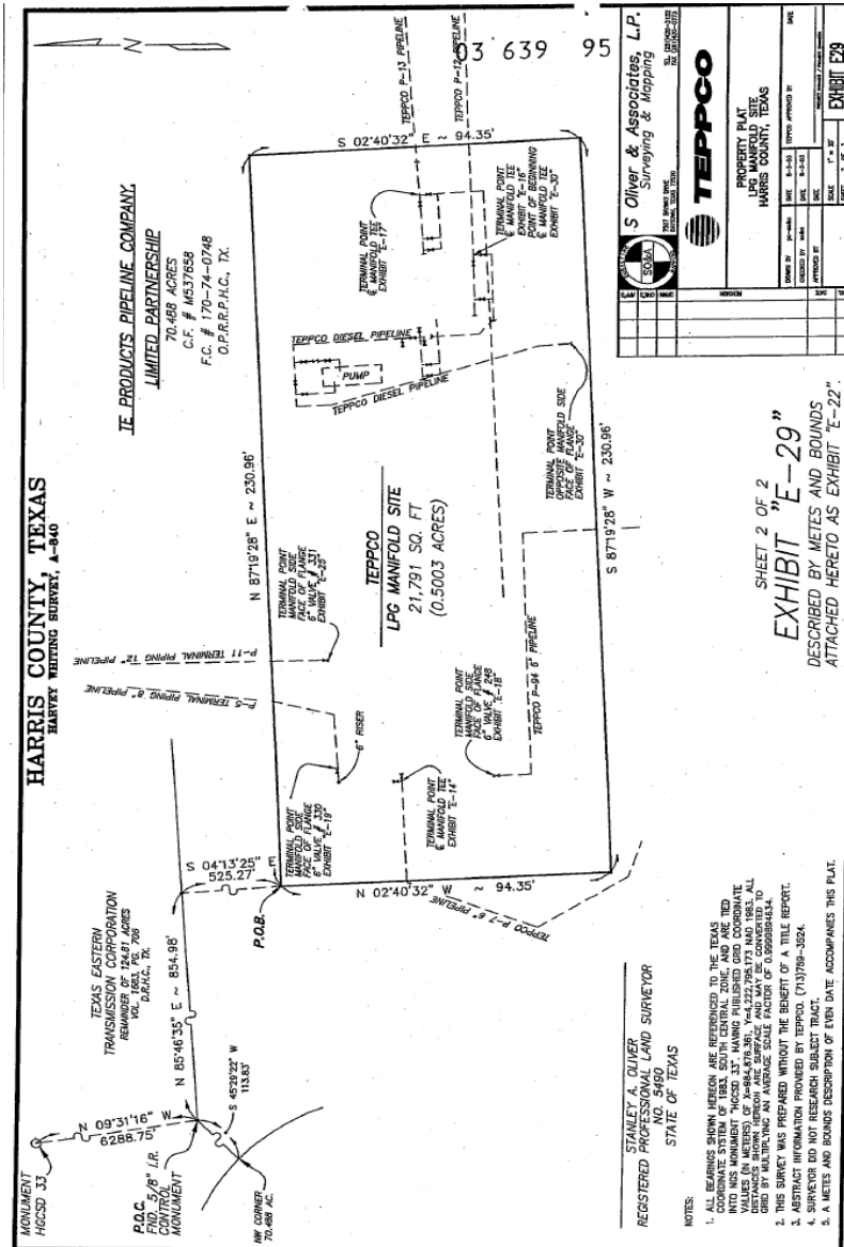
DATE OF SURVEY: 10/1/83
DATE OF PLOTTING: 10/1/83
DATE OF RECORDING: 10/1/83

TEPPCO

PROPERTY PLAT
LPC MANIFOLD SITE
HARRIS COUNTY, TEXAS

BOOK	PAGE	DATE	RECORD
116	578	10-1-83	116-578
116	578	10-1-83	116-578
116	578	10-1-83	116-578

EXHIBIT 290



Decision and Order

EXHIBIT "E-23"

03 639 96

TEPPCO
METES AND BOUNDS DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
P-11 HEADER SITE - BAYTOWN TERMINAL

A metes and bounds description for a Surface Site containing 489 square feet (0.0112 acres) of land being out of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said Surface Site being more particularly described as follows:

COMMENCING FOR REFERENCE at a 5/8-inch iron rod found for a northwesterly corner of said 70.488-acre tract, said corner bears North 45° 29' 22" East - 113.83 feet from the northwest corner of said 70.488-acre tract, said corner also being a southerly corner of a remainder of a 124.81-acre tract as described by deed recorded in Volume 1683, Page 706 of the Deed Records of Harris County, Texas, from said commencement point NGS monument "HGCS D 33" bears North 09° 31' 16" West - 6,288.75 feet;

THENCE North 85° 46' 35" East, following a northerly line of said 70.488-acre tract, being common with the southerly line of said remainder of a 124.81-acre tract, for a distance of 947.87 feet to a point;

THENCE South 04° 13' 25" East, for a distance of 300.86 feet to the **POINT OF BEGINNING** and the northwest corner of the herein described site;

THENCE North 87° 34' 25" East, leaving said common line, for a distance of 16.37 feet to a point for the northeast corner of said site;

THENCE South 02° 25' 35" East, for a distance of 29.90 feet to a point for the southeast corner of said site;

THENCE South 87° 34' 25" West, for a distance of 16.37 feet to a point for the southwest corner of said site;

THENCE North 02° 25' 35" West, for a distance of 29.90 feet to the **POINT OF BEGINNING** and containing 489 square feet (0.0112 acres) of land, more or less.

Decision and Order

The above described site shown on plat attached hereto as Exhibit "E-28".

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.9999894634.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

A survey plat of even date accompanies this description.

July 30, 2003

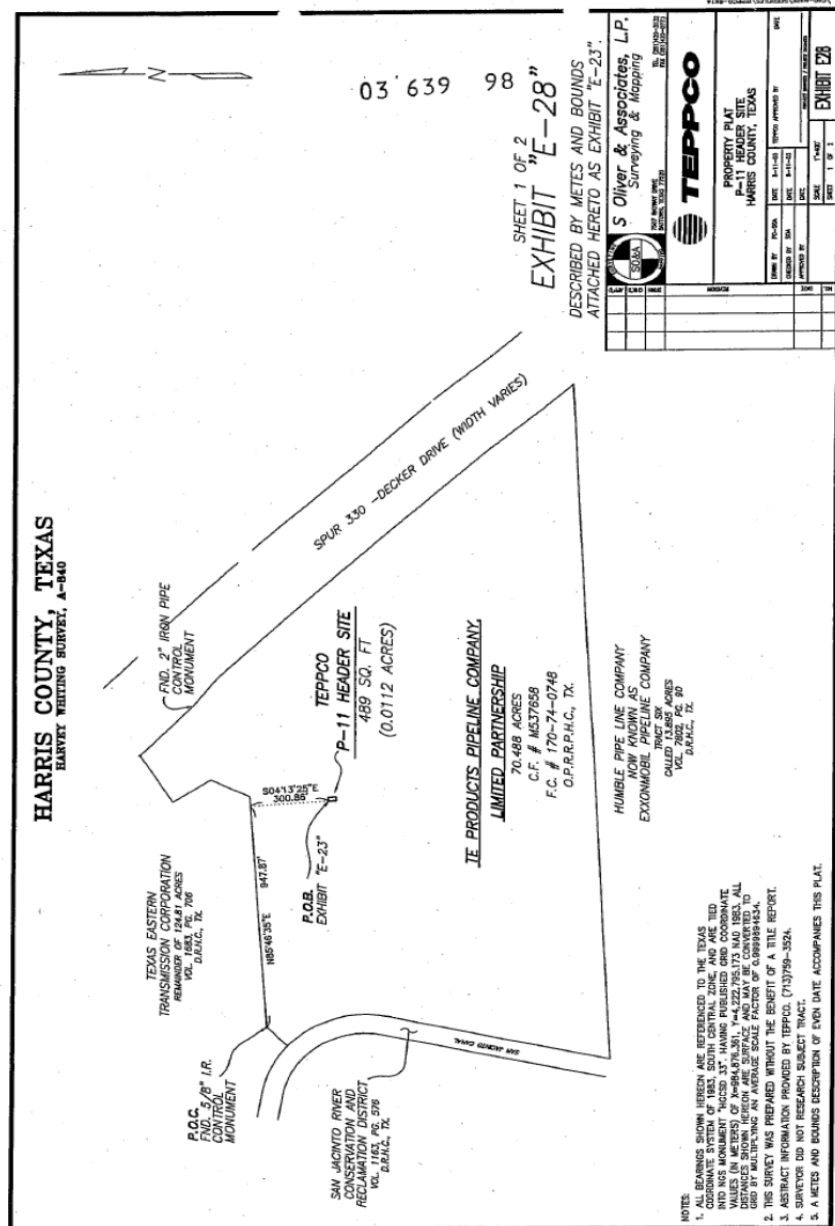
Compiled by:
S Oliver & Associates, L.P.
7507 Bayway Drive
Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

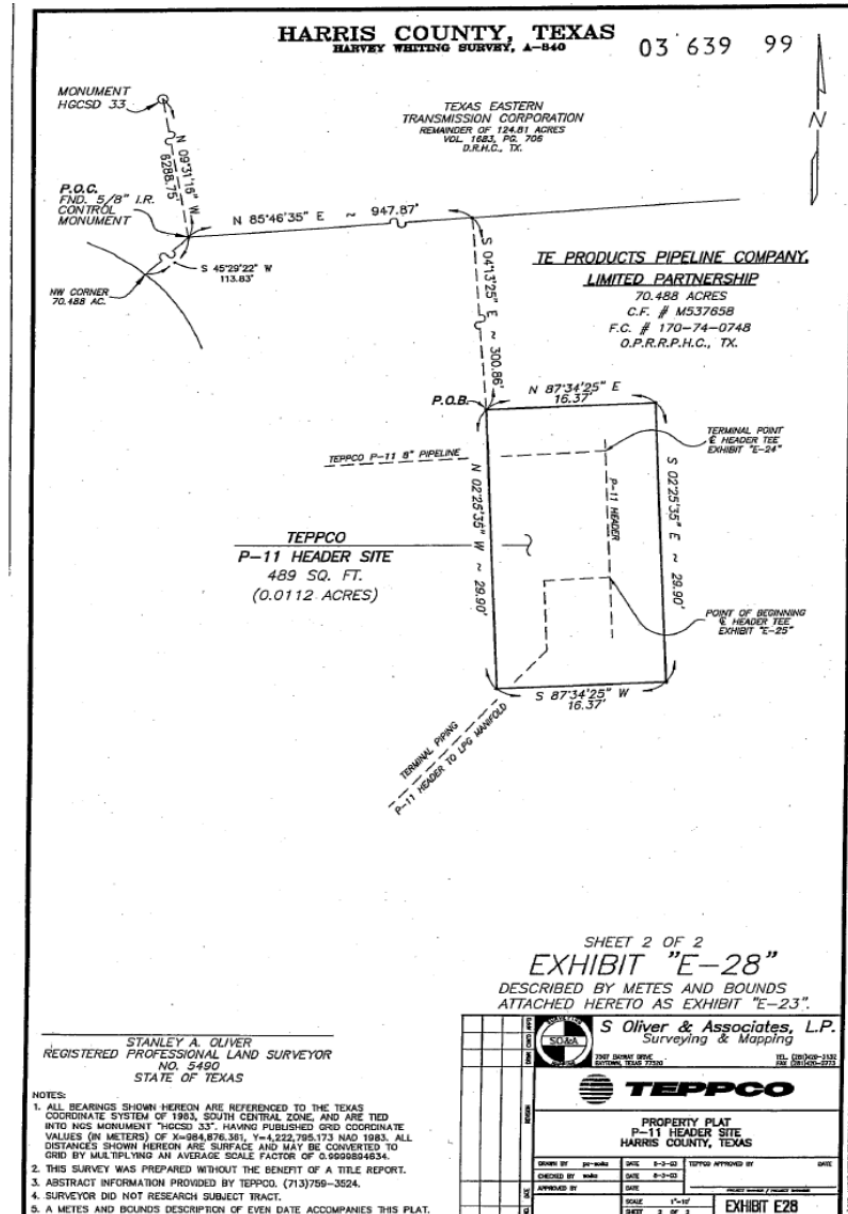
File: EXHIBIT-E-23
Rev: 0

03 639 97

Decision and Order



Decision and Order



Decision and Order

EXHIBIT "E-24"

TEPPCO
CENTERLINE DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
TERMINAL PIPING FROM P-11, P-5 SCRAPER TRAP
TO P-11 HEADER SITE

03 639 100

A centerline description for an eight (8") inch diameter pipeline on, over and through a portion of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 5/8-inch iron rod found for a northwesterly corner of the aforementioned 70.488-acre tract, said corner bears North 45° 29' 22" East - 113.83 feet from the northwest corner of said 70.488-acre tract, said corner also being a southerly corner of a remainder of a 124.81-acre tract as described by deed recorded in Volume 1683, Page 706 of the Deed Records of Harris County, Texas, from said commencement point NGS monument "HGCS D 33" bears North 09° 31' 16" West - 6,288.75 feet;

THENCE North 85° 46' 35" East, following a northerly line of said 70.488-acre tract, being common with the southerly line of said remainder of a 124.81-acre tract, for a distance of 918.06 feet to a point;

THENCE South 04° 13' 25" East, leaving said common line, for a distance of 297.37 feet to the center of the bypass tee and the **POINT OF BEGINNING** of the herein described centerline, said point being in a 0.0372-acre surface site, as described in Exhibit "E-21" by metes and bounds and described in Exhibit "E-27" by plat prepared on even date;

THENCE South 86° 13' 20" West, for a distance of 10.24 feet to an angle point;

THENCE South 02° 55' 50" East, at a distance of 1.84 feet passing the south line of said site, continuing in all for a total distance of 8.13 feet to an angle point;

THENCE North 86° 39' 00" East, at a distance of 53.38 feet passing the west line of a 0.0112-acre surface site, as described in Exhibit "E-21" by metes and bounds and described in Exhibit "E-27" by plat prepared on even date, continuing in all for a total distance of 64.75 feet to the **TERMINAL POINT** at the center of the header tee. Said line crossing said 70.488 acre-tract for a total distance of 83.12 feet or 5.04 rods.

Decision and Order

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.9999894634.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 30, 2003

Compiled by:
S Oliver & Associates, L.P.
7507 Bayway Drive
Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-24
Rev: 0

Decision and Order

EXHIBIT "E-25"

03 639 102

TEPPCO
CENTERLINE DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
TERMINAL PIPING FROM P-11 HEADER SITE
TO LPG MANIFOLD SITE

A centerline description for a ten (10") inch diameter pipeline on, over and through a portion of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 5/8-inch iron rod found for a northwesterly corner of said 70.488-acre tract, said corner bears North 45° 29' 22" East - 113.83 feet from the northwest corner of said 70.488-acre tract, said corner also being a southerly corner of a remainder of a 124.81-acre tract as described by deed recorded in Volume 1683, Page 706 of the Deed Records of Harris County, Texas, from said commencement point NGS monument "HGCS D 33" bears North 09° 31' 16" West - 6,288.75 feet;

THENCE North 85° 46' 35" East, following a northerly line of said 70.488-acre tract, being common with the southerly line of said remainder of a 124.81-acre tract, for a distance of 958.66 feet to a point;

THENCE South 04° 13' 25" East, leaving said common line, for a distance of 319.60 feet to the center of the header tee and the **POINT OF BEGINNING** of the herein described centerline, said point being in a 0.0112-acre surface site, as described in Exhibit "E-23" by metes and bounds and described in Exhibit "E-28" by plat prepared on even date;

THENCE South 86° 43' 35" West, for a distance of 6.37 feet to an angle point;

THENCE South 02° 16' 34" East, for a distance of 7.50 feet to an angle point;

THENCE South 41° 43' 50" West, at a distance of 5.45 feet passing the south line of said site, continuing in all for a total distance of 26.70 feet to an angle point;

THENCE South 02° 55' 31" East, for a distance of 85.39 feet to an angle point;

THENCE South 01° 46' 06" East, for a distance of 56.07 feet to an angle point;

Decision and Order

THENCE South 01° 10' 57" East, at a distance of 40.31 feet passing the north line of a 0.5003-acre surface site, as described in Exhibit "E-22 by metes and bounds and described in Exhibit "E-29" by plat prepared on even date, continuing for a total distance of 56.58 feet to the **TERMINAL POINT** at the center of the manifold tee. Said line crossing said 70.488-acre tract for a distance of 238.61 feet or 14.46 rods.

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying a scale factor of 0.9999894634.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 30, 2003

Compiled by:
S Oliver & Associates, L.P.
7507 Bayway Drive
Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-25
Rev: 0

03 639 103

Decision and Order

EXHIBIT "E-30"

03 639 104

TEPPCO
CENTERLINE DESCRIPTION
HARVEY WHITING SURVEY, A-840
HARRIS COUNTY, TEXAS
LOW SULPHUR DIESEL PIPELINE - BAYTOWN

A centerline description for a ten (10") inch diameter pipeline and twelve (12") inch diameter pipeline on, over and through a portion of that certain called 70.488-acre tract of land dated March 2, 1990, conveyed by deed unto TE Products Pipeline Company, Limited Partnership, recorded under Clerk's File No. M537658, Film Code No. 170-74-0748 of the Official Public Records of Real Property of Harris County, Texas and being situated in the Harvey Whiting Survey, Abstract No. 840, in Harris County, Texas. Said centerline being more particularly described as follows:

COMMENCING FOR REFERENCE at a 5/8-inch iron rod found for a northwesterly corner of said 70.488-acre tract, said corner bears North 45° 29' 22" East - 113.83 feet from the northwest corner of said 70.488-acre tract, said corner also being a southerly corner of a remainder of a 124.81-acre tract as described by deed recorded in Volume 1683, Page 706 of the Deed Records of Harris County, Texas, from said commencement point NGS monument "HGCSD 33" bears North 09° 31' 16" West - 6,288.75 feet;

THENCE North 85° 46' 35" East, following a northerly line of said 70.488-acre tract, being common with the southerly line of said remainder of a 124.81-acre tract, for a distance of 990.04 feet to a point for an interior north corner of said 70.488-acre tract, being common with the most southerly east corner of said remainder of a 124.81-acre tract;

THENCE South 09° 54' 03" East, leaving said common line, for a distance of 595.93 feet to the **POINT OF BEGINNING** at the center of the manifold tee of the herein described centerline, said point being in a 0.5003-acre surface site, as described in Exhibit "E-22" by metes and bounds and described in Exhibit "E-29" by plat prepared on even date;

THENCE South 09° 59' 36" West, for a distance of 5.36 feet to an angle point;

THENCE South 88° 07' 50" West, for a distance of 20.02 feet to an angle point;

THENCE North 03° 07' 05" West, for a distance of 53.14 feet to an angle point;

THENCE South 86° 39' 01" East, for a distance of 19.69 feet to an angle point;

THENCE South 02° 19' 46" East, for a distance of 9.88 feet to an angle point;

THENCE South 17° 10' 49" East, for a distance of 61.96 feet to an angle point;

Decision and Order

THENCE South 03° 31' 12" East, for a distance of 9.17 feet to the **TERMINAL POINT** at the opposite of the manifold side of the face of flange. Said line crossing said 70.488-acre tract for a total distance of 185.41 feet or 11.24 rods.

All bearings shown hereon are referenced to the Texas Coordinate System of 1983, South Central Zone, and are tied into NGS monument "HGCSD 33". Having published grid coordinate values (in meters) of X=984,876.361, Y=4,222,795.173 NAD 1983. All distances shown hereon are surface and may be converted to grid by multiplying an average scale factor of 0.9999894634.

This description was prepared without the benefit of a title report. Abstract information was provided by Teppco, (713)759-3524. Surveyor did not research subject tract.

July 25, 2003

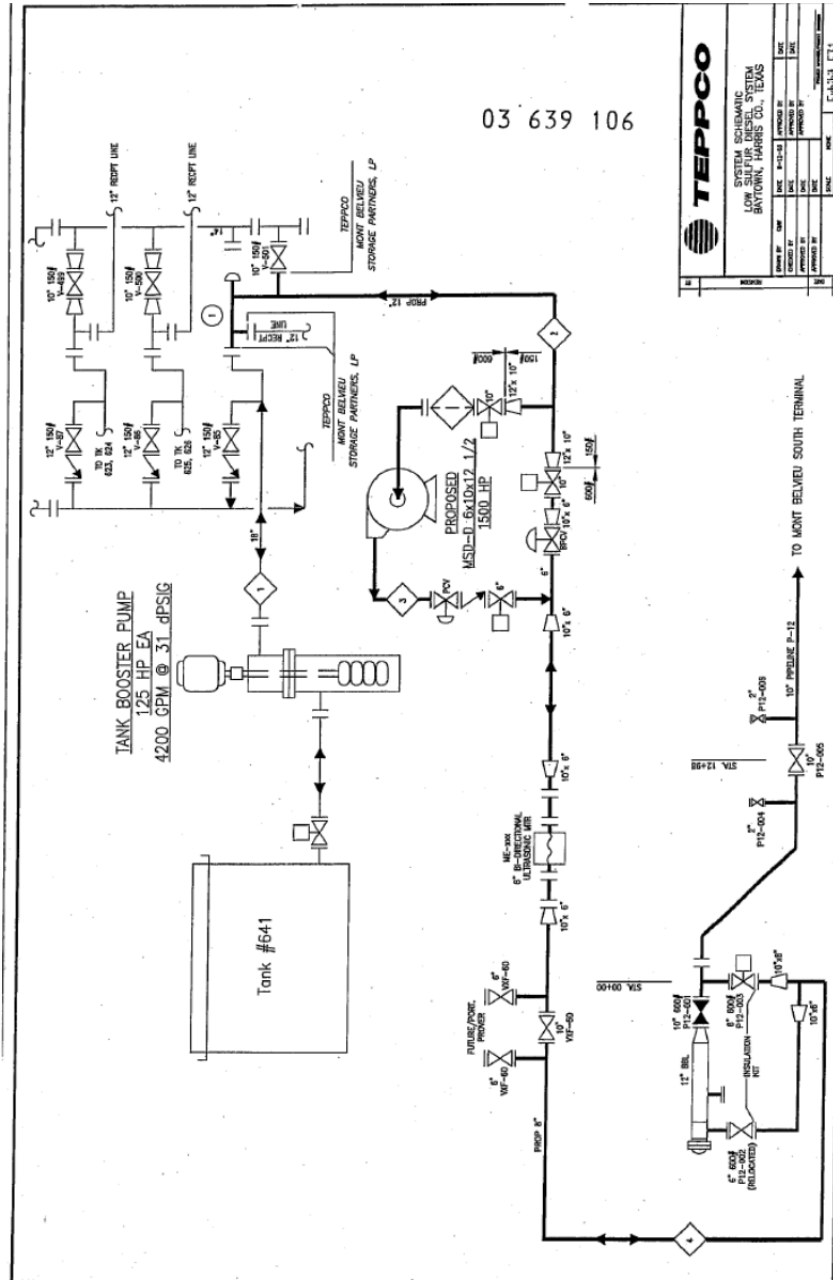
Compiled by:
S Oliver & Associates, L.P.
7507 Bayway Drive
Baytown, Texas 77520

Stanley A. Oliver
Registered Professional Land Surveyor No. 5490

File: EXHIBIT-E-30
Rev:0

03 639 105

Decision and Order



Decision and Order

EXHIBIT F

03 639 107

LEASES

Forty (40)-Year Ground Lease with Option for Additional Forty (40) Years dated February 26, 1970, from Thelma Barber, as "Lessor," to Texas Eastern Transmission Corporation, as "Lessee," recorded in Volume 314, Page 65 of the Deed Records of Chambers County, Texas, which lease is subject to (i) Sublease and Easement Agreement dated October 1, 1971, from Texas Eastern Transmission Corporation, as "Sublessor," to Mobil Pipe Line Company, as "Sublessee," recorded in Volume 350, Page 135, of the Deed Records of Chamber County, Texas, and (ii) Sublease and Easement Agreement dated October 28, 1996, from TE Products Pipeline Company, Limited Partnership, as "Sublessor," to Mobil Pipe Line Company, as "Sublessee," recorded in Volume 314, Page 150 of the Official Public Records of Chambers County, Texas.

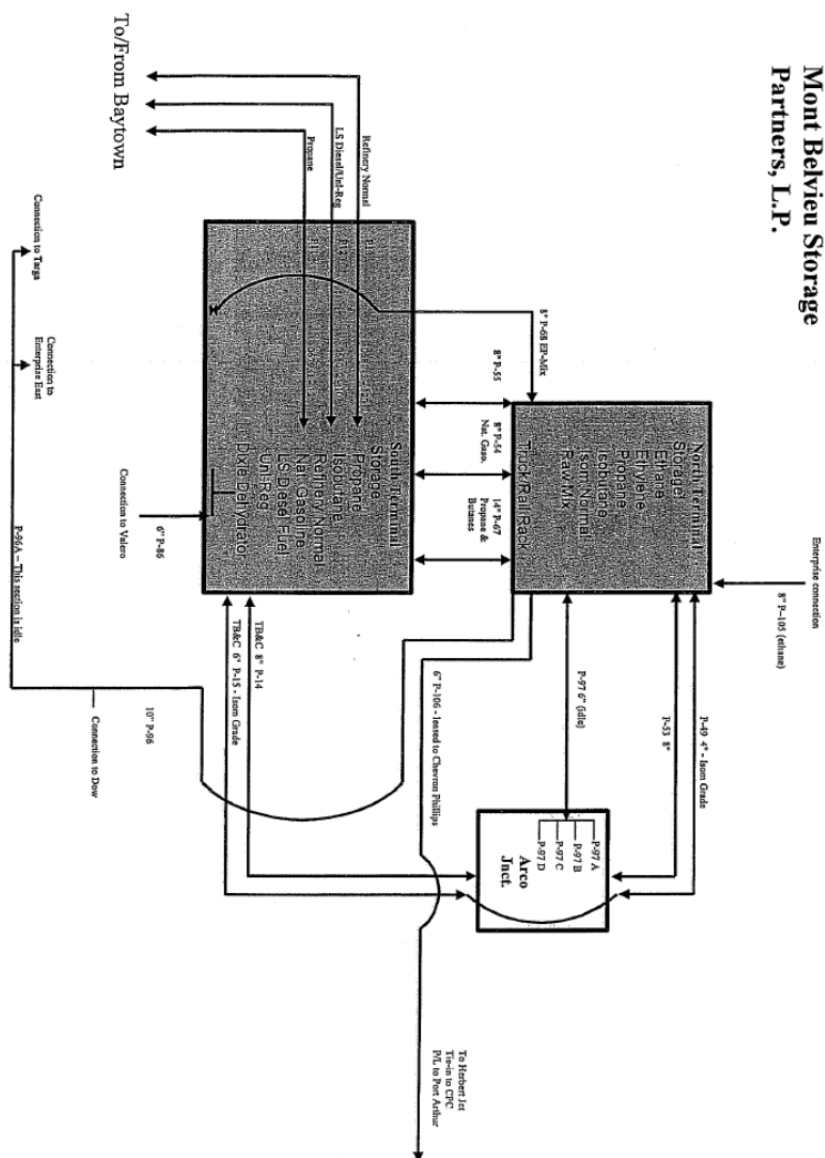
Leases

Decision and Order

APPENDIX E

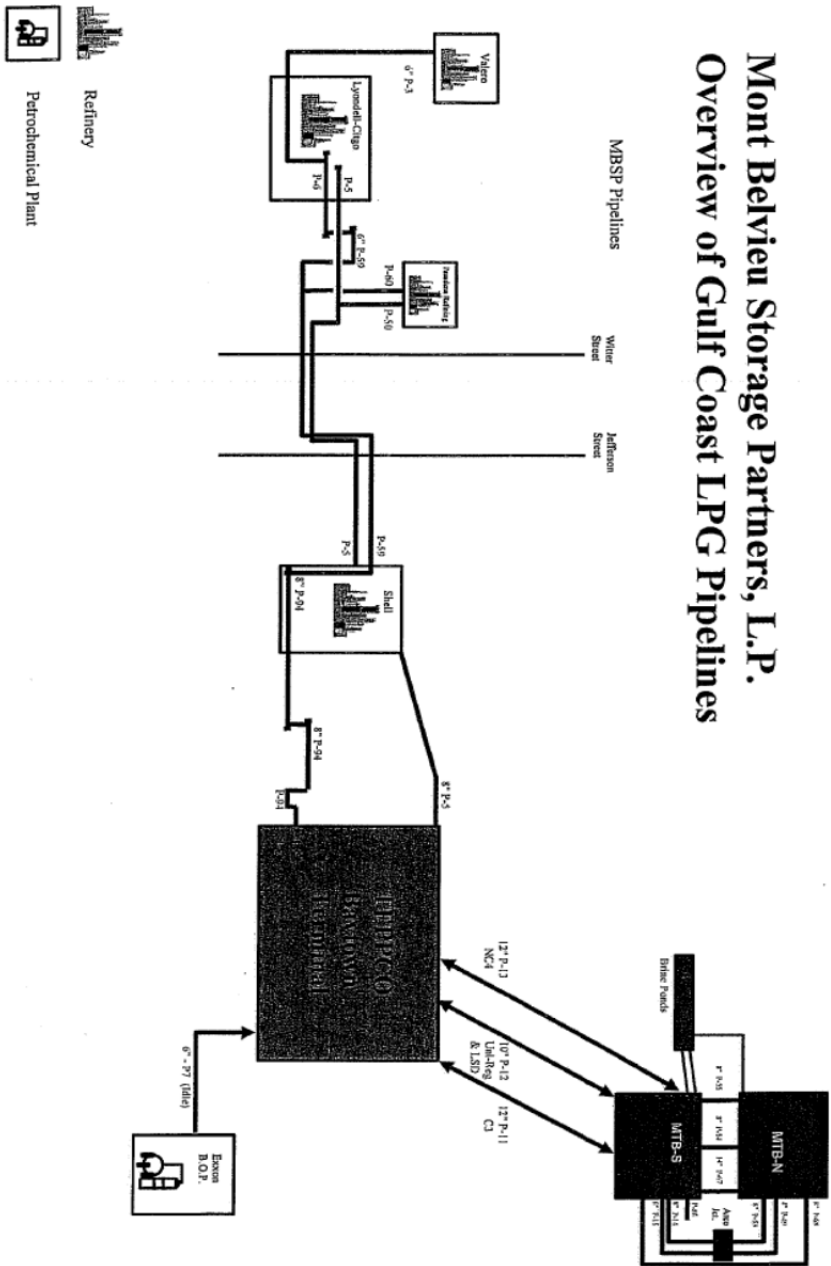
**PIPELINES OWNED BY MONT BELVIEU STORAGE PARTNERS IN MONT
BELVIEU**

**Mont Belvieu Storage
Partners, L.P.**



Decision and Order

Mont Belvieu Storage Partners, L.P.
Overview of Gulf Coast LPG Pipelines



Analysis to Aid Public Comment

**ANALYSIS OF CONSENT ORDER TO AID PUBLIC
COMMENT**

The Federal Trade Commission, subject to its final approval, has accepted for public comment an Agreement Containing Consent Order (“Consent Agreement”) with Dan L. Duncan, EPCO, Inc., Texas Eastern Products Pipeline Company, LLC, and TEPPCO Partners, L.P. (collectively “Duncan”). The Consent Agreement remedies the anticompetitive effects that otherwise would be likely to result from the acquisition described herein. The terms of the Consent Agreement require Duncan to divest its interests in the Mont Belvieu Storage Partners natural gas liquids storage facility and related pipeline, land, and other assets to a buyer approved by the Commission.

The proposed Consent Agreement has been placed on the public record for thirty (30) days to solicit comments from interested people. Comments received during this period will become part of the public record. After thirty (30) days, the Commission again will review the proposed Consent Agreement and the comments received, and will decide whether it should withdraw the proposed Consent Agreement or make it final.

On February 24, 2005, EPCO, Inc., through DFI GP Holdings, L.P., acquired from Duke Energy Field Services, LLC: (1) TEPPCO’s general partner, Texas Eastern Products Pipeline Company, LLC, for \$1.1 billion, and (2) 2.5 million limited partnership units of TEPPCO Partners, L.P., at an estimated value of \$100 million (collectively “the acquisition”). The acquisition was not reportable under the Hart-Scott-Rodino Act. Both EPCO and TEPPCO are leading providers of salt dome storage for natural gas liquids (“NGLs”) in Mont Belvieu, Texas. EPCO operates the Enterprise NGL storage facility in Mont Belvieu. TEPPCO operates the Mont Belvieu Storage Partners NGL storage facility in Mont Belvieu. As a result of this acquisition, two of the four commercial storage providers for NGLs were placed under Enterprise’s control.

Analysis to Aid Public Comment

I. The Parties

Enterprise Products Partners L.P. (“Enterprise”) is one of the largest publicly traded midstream energy partnerships in the United States, with an enterprise value of approximately \$15 billion. Enterprise’s services include NGL fractionation, transportation, import/export terminaling, and storage. Enterprise owns the largest and most liquid NGL storage facility in Mont Belvieu, along with several pipelines into and out of Mont Belvieu, and substantial brine handling capacity in Mont Belvieu. Enterprise also markets NGLs in Mont Belvieu. Dan L. Duncan ultimately controls Enterprise and EPCO, Inc. (“EPCO”), the general partner of Enterprise.

TEPPCO Partners, L.P. (“TEPPCO”) is a publicly traded master limited partnership. TEPPCO’s general partner is Texas Eastern Products Pipeline Company, LLC (“Texas Eastern”), which, post-acquisition, ultimately is controlled by EPCO and Dan L. Duncan. Through various subsidiaries, TEPPCO owns and operates NGL transportation and storage assets. TEPPCO’s Mont Belvieu NGL storage assets are owned by Mont Belvieu Storage Partners, a 50/50 joint venture between TEPPCO and Louis Dreyfus Energy Services L.P. TEPPCO controlled, and continues to control, the day-to-day operations of the Mont Belvieu Storage Partners NGL storage facility, through its wholly-owned subsidiary, TE Products Pipeline Company, Limited Partnership. TEPPCO also owns and operates the TE Products Pipeline, the primary source of propane to the northeastern United States and an important outlet for NGLs stored at the Mont Belvieu Storage Partners facility.

Since the acquisition, the general partners of Enterprise and TEPPCO have maintained separate boards of directors and management teams. The practical result of the acquisition, however, is that Dan L. Duncan ultimately owns and controls both entities.

Analysis to Aid Public Comment

II. Salt Dome Storage for Natural Gas Liquids in Mont Belvieu, Texas

The relevant market in which to analyze the effects of the acquisition is the market for salt dome storage for natural gas liquids (“NGLs”) in Mont Belvieu, Texas. NGLs are a group of light hydrocarbons—including ethane, propane, normal butane, isobutane, and natural gasoline—which are used, among other uses, as feedstocks in the production of ethylene and propylene, as fuel for heating or industrial processes, and in blending components for motor gasoline. NGLs primarily are stored in large underground wells formed out of geological salt domes under the Earth’s surface until they are delivered to end-users, usually via pipeline. Mont Belvieu, Texas, comprises the largest NGL storage system in the world and pipeline connections that allow NGL marketers to reach the broadest array of end use markets. There are no viable competitive alternatives to salt dome storage for NGLs in Mont Belvieu.

The market for salt dome storage for NGLs in Mont Belvieu, Texas, is highly concentrated, with Enterprise and TEPPCO as the two largest suppliers based on storage volumes, and two of the three largest suppliers based on permitted storage volume. Together the two account for about 70% of storage volume in Mont Belvieu. Targa Resources, Inc. and Valero Energy Corporation are the two other competitors that account for the remaining volume.

Storage wells are differentiated by their connectivity, both to pipelines bringing product into the wells from fractionators, and to pipelines taking product out of storage to the major product pipelines that transport NGLs to markets throughout the United States. Mont Belvieu’s attraction as a storage hub for NGLs stems from the flexibility it provides to owners to move their product to various markets. Storage customers evaluate wells on the basis of the flexibility they provide in receiving and moving product.

Analysis to Aid Public Comment

Prior to the acquisition, Enterprise and TEPPCO directly competed for storage volumes in Mont Belvieu based on price and service levels. Both Enterprise and TEPPCO are connected to the Dixie Pipeline and competed for storage volumes for customers wishing to ship product, primarily propane, into the Southeastern United States. In addition, Enterprise and TEPPCO, along with Targa Resources, Inc., competed for storage customers' marginal volumes. Many customers must store minimum volumes at certain facilities due to pipeline connections or other restrictions. Finally, Enterprise and TEPPCO competed for trading volumes. Because Enterprise and TEPPCO are the two most liquid storage providers, many trading customers ranked them as their first and second choice for storage.

The acquisition significantly increased concentration in the Mont Belvieu market for salt dome storage for NGLs, leaving EPCO controlling a dominant share of storage volume and capacity. A combined Enterprise/TEPPCO would have an enhanced ability unilaterally to exercise market power in the market because many customers view the two suppliers as first and second choices and the handful of other viable suppliers are incapable of replacing the competition lost as a result of the merger. Reducing the already small number of competitors also increases the likelihood of coordinated interaction after the merger. Thus, eliminating competition between the two leading suppliers likely would result in higher prices and lower levels of service for storage customers.

III. Entry

Entry into the Mont Belvieu storage market is unlikely to deter or counteract the likely anticompetitive effects. Entry is difficult and time-consuming and potential entrants would face substantial barriers in the form of permit requirements and land use restrictions.

Analysis to Aid Public Comment

IV. Terms of the Proposed Consent Agreement

The proposed Consent Agreement effectively remedies the acquisition's alleged anticompetitive effects by requiring TEPPCO to divest its interests in Mont Belvieu Storage Partners and certain related pipeline, land, and other assets (collectively the "divested assets"). The Commission's purposes with respect to the divestiture are: (1) to ensure the continuation of the divested assets as a going concern in the same manner as of the date the Consent Agreement was signed, and (2) to remedy the lessening of competition resulting from the acquisition as alleged in the Commission's Complaint.

In order to achieve these purposes, Paragraph II of the proposed Consent Agreement directs Duncan to sell TEPPCO's interests in certain Mont Belvieu NGL storage assets and related pipeline, land, and other assets to a Commission-approved buyer no later than December 31, 2006, and in a manner approved by the Commission, subject to the Commission's final approval. If Duncan is unable to divest this set of assets to a Commission-approved buyer within this timeframe, Paragraph III of the proposed Consent Agreement contains the standard divestiture trustee provisions pursuant to which the Commission may appoint a trustee to divest the assets to a Commission-approved buyer.

Paragraph IV.A of the proposed Consent Agreement requires Duncan to provide prior notice to the Commission of its planned acquisitions, operatorships, or management of any NGL storage facility in Mont Belvieu, Texas, for a period of ten (10) years. Paragraph IV.C requires Duncan to send copies of all new NGL storage leases with third party NGL storage facilities in Mont Belvieu within the earlier of fifteen (15) days of being signed or becoming effective. These provisions ensure that subsequent acquisitions or leases do not adversely impact competition in the market at issue and undermine the remedial goals of the proposed Consent Agreement.

Analysis to Aid Public Comment

In order to achieve successfully the Commission's purposes, Paragraph II of the proposed Consent Agreement contains provisions that ensure that the acquirer receives all resources necessary to operate the divested assets. First, Paragraph II requires Duncan to give the acquirer the opportunity to interview and hire employees who spend more than ten percent (10%) of their time working on the divested assets, and prevents Duncan from offering these employees incentives to decline the acquirer's offer of employment. This will ensure that the acquirer has access to staff who are familiar with the NGL storage, pipelines, and other related assets. Second, Paragraph II requires Duncan to convey to the acquirer licensed intangible property necessary for the operation of the divested assets to ensure that the acquirer has the software and other assets necessary to operate the divested assets in the same manner as of the day the parties signed the Consent Agreement.

To maintain the competitive viability of the divested assets, including TEPPCO's interest in Mont Belvieu Storage Partners, in the same manner as of the date the Consent Agreement was signed, the proposed Consent Agreement contains several provisions relating to the operation of TEPPCO's TE Products Pipeline. TEPPCO provides "open stock" service to propane shippers from Mont Belvieu Storage Partners, a service whereby shippers who ship on the pipeline and who have adequate inventory in the TEPPCO system, given certain inventory and availability requirements, can take delivery of propane at any of TEPPCO's terminals along the pipeline without having to wait for the pipeline transit time it would take to move the product physically from origin to destination. The open stock service allows TEPPCO to transfer product from any origination point along the pipeline it chooses to meet shippers' needs, irrespective of the storage facility in which the shipper actually has inventory. EPCO's plans to build a pipeline connecting its Mont Belvieu storage facility to the TEPPCO pipeline raises several concerns regarding its ability to disadvantage any prospective acquiror of TEPPCO's interest in Mont Belvieu Storage Partners. First,

Analysis to Aid Public Comment

TEPPCO could decline to offer the open stock service at Mont Belvieu Storage Partners, or offer the service there at less advantageous terms than at EPCO's Mont Belvieu facility. Second, TEPPCO could impede Mont Belvieu Storage Partners' ability to market its storage capacity by allocating product from other storage facilities along the pipeline to meet shipper's needs, keeping Mont Belvieu Storage Partners' capacity occupied disproportionately. The proposed Consent Agreement contains provisions addressing these concerns.

First, the proposed Consent Agreement requires TEPPCO to continue to operate the TE Products Pipeline on open stock service for propane. Second, if Duncan builds a pipeline, referred to in the proposed Consent Agreement as the "New Pipeline," connecting the TE Products Pipeline to any NGL storage facility it owns in Mont Belvieu, Texas, the proposed Consent Agreement requires Duncan to (1) connect the new pipeline to the Mont Belvieu Storage Partners NGL storage facility at its own cost, (2) operate the TE Products Pipeline for propane on an open stock basis for shippers who ship from Mont Belvieu Storage Partners on terms and conditions that are no less advantageous than those for shippers who ship propane from an NGL storage facility in Mont Belvieu owned by Duncan, and (3) operate the TE Products Pipeline for products other than propane on terms and conditions that are no less advantageous than those for shippers who ship products other than propane from an NGL storage facility in Mont Belvieu owned by Duncan.

Third, the proposed Consent Agreement contains provisions relating to the implementation of new allocation procedures for the TE Products Pipeline. Paragraph IV.B requires TEPPCO to provide advance written notice to the Commission of any new allocation procedures relating to the movements of NGLs on the TE Products Pipeline originating in Mont Belvieu, Texas. Paragraph VI requires any new allocation procedures to include a requirement that shippers originating product movements on the pipeline from the Mont Belvieu Storage Partners NGL storage

Analysis to Aid Public Comment

facility nominate that movement to both TEPPCO and Mont Belvieu Storage Partners and also provides that such new allocation procedures shall allow shippers who ship product originating at Mont Belvieu Storage Partners' facility to ship on terms and conditions that are no less advantageous than those given to shippers who ship from an NGL storage facility owned by Duncan.

The purpose of the provisions relating to the operation of the TE Products Pipeline is to maintain the competitive viability of the Mont Belvieu Storage Partners NGL storage facility in the same manner as of the date the Consent Agreement was signed by ensuring that Duncan cannot disadvantage shippers who originate product movements from the Mont Belvieu Storage Partners' facility in favor of shippers who originate product movements from its own storage facility in the event that Duncan interconnects an NGL storage facility it owns in Mont Belvieu, Texas, to the TE Products Pipeline.

V. Opportunity for Public Comment

By accepting the proposed Consent Agreement, subject to final approval, the Commission anticipates that the competitive problems alleged in the Complaint will be resolved. The purpose of this analysis is to invite public comment on the proposed Consent Agreement, including the proposed divestitures, to aid the Commission in its determination of whether it should make final the proposed Consent Agreement contained in the agreement. This analysis is not intended to constitute an official interpretation of the proposed Consent Agreement or modify the terms of the proposed Consent Agreement in any way. Further, the proposed Consent Agreement has been entered into for settlement purposes only and does not constitute an admission by Dan L. Duncan, EPCO, Texas Eastern, or TEPPCO that it violated the law or that the facts alleged in the Complaint, other than jurisdictional facts, are true.

Complaint

IN THE MATTER OF

BARR PHARMACEUTICALS, INC.CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATIONS
OF SEC. 7 OF THE CLAYTON ACT AND SEC. 5 OF THE FEDERAL
TRADE COMMISSION ACT*Docket C-4171, File No. 061 0217**Complaint, October 19, 2006 – Decision, November 22, 2006*

This consent order addresses the acquisition of Pliva d.d. by Barr Pharmaceuticals, Inc. Both companies are engaged in the research, development, manufacture, and sale of generic pharmaceutical products. Barr's acquisition of Pliva would reduce the number of current or future competing generic suppliers of three pharmaceutical products: trazodone hydrochloride tablets, triamterene with hydrochlorothiazide tablets, and nimodipine soft-gel capsules. The order requires Barr to divest to Apotex, Inc., or another Commission-approved buyer, Barr's generic trazodone and triamterene with hydrochlorothiazide businesses. The order also requires that Barr return marketing rights to Pliva's generic nimodipine product in development to its joint venture partner, Banner Pharmacaps, Inc., or alternatively, that Barr return marketing rights to its nimodipine product in development to its development partner, Cardinal Health, Inc. Finally, the order requires Barr to divest Pliva's branded organ preservation solution, Custodiol, to New Custodiol LLC, a company formed for the purpose of marketing and selling this product. The assets for each of the divestitures include all of the relevant intellectual property, customer lists, research and development information, and regulatory materials. If Barr fails to divest within the specified time frame, the Commission may appoint a trustee to divest the assets.

Participants

For the *Commission*: Stephanie C. Bovee, Elizabeth A. Jex, Christine Naglieri, David von Nirschl, and Kari A. Wallace.

For the *Respondent*: Mark L. Kovner and Marimichael O. Skubel, Kirkland & Ellis LLP; and Mary N. Lehner and Thomas A. McGrath III, Linklaters.